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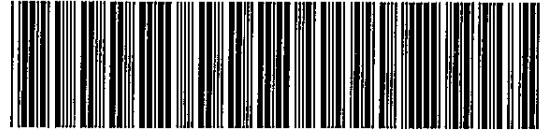
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAR -8 AM 9:07

FILED

*Arstent
T. Lewis 3/11/04*

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

FILED
04 MAR -8 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WUESTHOFF HEALTH SYSTEM FOUNDATION, INC

WHEREAS, there have been amendments to the Bylaws of Wuesthoff Health System, Inc. and subsequent amendments to the Bylaws of Wuesthoff Health System Foundation, Inc.;

WHEREAS, said amendments necessitate certain amendments to the Articles of Incorporation of Wuesthoff Health System Foundation, Inc.;

WHEREAS, to improve the legibility of the Articles of Incorporation of Wuesthoff Health System Foundation, Inc., it has been agreed that the Articles of Incorporation should be both amended and restated.

NOW THEREFORE, the First Amended and Restated Articles of Incorporation are set forth as follows:

ARTICLES I – NAME

The name of this Foundation is:

THE WUESTHOFF HEALTH SYSTEM FOUNDATION, INC.

ARTICLE II – PURPOSES

1. This Foundation is organized as a not-for-profit corporation exclusively for charitable, educational and scientific purposes as defined in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, to support and encourage health care services through providing financial assistance to Wuesthoff Memorial Hospital, Inc., an

exempt organization under Section 501(a) of the Code, and its affiliates in all relevant ways, including, but not limited to:

a) To provide funds for the buildings, facilities and equipment of Wuesthoff Memorial Hospital, Inc., and such other affiliates of Wuesthoff Health System, Inc., that qualify as tax exempt organizations.

b) To solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions shall be used to further the purposes referred to above.

c) To own and hold title to, invest and manage such real and personal property, tangible or intangible, as is contributed to the Foundation and to distribute the principal and income therefrom for the purposes referred to herein.

2. Notwithstanding anything to the contrary stated elsewhere in these Articles of Incorporation or the Bylaws of the Foundation:

a) No part of the net earnings of this Foundation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

b) This Foundation shall have no purpose beyond that permitted by Section 509(a) (3) of the Internal Revenue Code as it now exists or as subsequently amended.

c) This Foundation shall not engage in any unlawful activity within the State of Florida or elsewhere to further the purposes set forth and as authorized by Chapter 617 of the Florida Statutes.

d) No substantial part of the activities of this Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501 (h) of the Internal Revenue Code, as amended, or the corresponding provisions of any future United States Revenue Statute) and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

e) This Foundation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future tax code or by a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code or the corresponding section of any future tax code.

f) The Foundation shall not conduct or carry on any of the activities prohibited by Florida Statutes §617.0835 (1993).

g) The Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization organized under Section 509 (a) (3) of the Internal Revenue Code and its Regulations as they now or hereafter exist, specifically including but not limited to Regulation Section 1.509 (a) through (4) (a) – (4) (3).

ARTICLES III – DISSOLUTION

In the event of the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the remaining assets of the Foundation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to Wuesthoff Health System, Inc., provided that Wuesthoff Health System, Inc. shall at that time be a tax exempt organization qualified as such under the then existing United States Internal Revenue Code and Regulations thereunder. In the event that Wuesthoff Health System, Inc. is not in existence at such time or does not at such time qualify as an exempt organization under Section 501 (c) (3) of the Code or in the event it will not accept such assets, then the sole voting member (as defined below) shall distribute such assets to a charitable organization which is exempt under the provisions of Section 501 (c) (3) or the corresponding provisions of any future tax code of the Internal Revenue Code and Regulations thereunder as such now or hereafter exist; provided however that none of the net assets of the Foundation shall be distributed to or for the benefit of any member, officer or director of the Foundation or to any other individual.

ARTICLE IV – MEMBERS

1. The sole voting member of the Foundation shall be Wuesthoff Health System, Inc., a Florida not-for-profit corporation, (herein referred to as the “sole voting member”). The sole voting member shall act by majority vote of the Board of Directors of the sole voting member.

The sole voting member of the Foundation, in addition to its powers set forth in the Bylaws, expressly reserves the power to be exerted by it in its sole discretion:

(a) to select or replace and to remove at any time, with or without cause, the Directors of this Foundation;

(b) to amend the Articles of Incorporation of the Foundation;

(c) to adopt, amend, change, alter and delete the Bylaws of the Foundation.

2. Membership is non-transferrable.

3. No member, nor the Foundation, acquires any right, property or otherwise upon membership or the termination thereof, except as may be provided in the Bylaws.

ARTICLE V – TERM

The term of this Foundation shall be perpetual.

ARTICLE VI – REGISTERED AGENT AND REGISTERED OFFICE

The address of the registered office of the Foundation is:

110 Longwood Avenue
Rockledge, Florida 32955

The principal business and mailing addresses shall be the same.

The registered agent at that address is:

Emil P. Miller

ARTICLE VIII – DIRECTORS

1. The affairs of this Foundation shall be managed by a Board of Directors (herein referred to as the “Board”) consisting of not less than five (5) nor more than thirty (30) members as set forth in the Bylaws, who shall be elected by the sole voting member in the manner and for the terms prescribed in the Bylaws of this Foundation and shall hold office until their respective successors are duly elected or appointed and qualified.

2. The names and addresses of the current members of the Board and the expiration dates of the members’ respective terms are as follows:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Barbara Berman	650 N. Atlantic Avenue Rockledge, FL 32931	10/03
Susan Blakeslee	Wuesthoff Brevard Hospice and Palliative Care 8060 Spyglass Hill Road Viera, FL 32940	9/05
Ronald Burk, M.D.	1099 Florida Avenue Rockledge, FL 32931	10/04
W. David Campbell, DPM (VICE CHAIR)	2404 N. Courtenay Parkway Merritt Island, FL 32953	9/04
Patsy Clark	1205 Foxfire Court Melbourne, FL 32940	9/04
George Fayer, CFO Wuesthoff Health System	110 Longwood Avenue Rockledge, FL 32955	EXEMPT
Alma Clyde Field	750 Field Manor Drive Merritt Island, FL 32953 Post Office Box 843 Cocoa, FL 32923-0843	9/03

Ed Graney	8240 Devereux Drive Melbourne, FL 32940	09/05
Valora Gurganious	235 Lansing Island Drive Indian Harbour Beach, FL 32937	10/05
Myra Haley	154 Lansing Island Drive Indian Harbour Beach, FL 32937	9/04
Dewey Harris (SECRETARY)	976 Brevard Avenue, Suite B Rockledge, FL 32955	09/03
Charlotte Houser	1005 Carrigan Boulevard Merritt Island, FL 32952	9/05
A. Scott Huff (CHAIR)	5005 N. Wickham Road Melbourne, FL 32940	09/05
Judy Molitor	1171 N. Indian River Drive Cocoa, FL 32922	9/04
Kurt Panouses	8240 Devereux Drive Melbourne, FL 32940	09/04
Phyllis Rice	800 Switchgrass Island Road Cocoa, FL 32926	9/03
Boone Rose, Jr.	1663 Frontier Drive Melbourne, FL 32940	9/05
PennieSimms	119 Longwood Avenue Rockledge, FL 32955	N/A
Frank E. Sullivan, III	1705 N. Indian River Drive Cocoa, FL 32922	9/03
Al Trafford	1101 N. Indian River Drive Cocoa, Florida 32922	9/03
Ovid E. Vitas, M.D.	19 Indian River Drive Penthouse #800 Cocoa, FL 32922	09/04
Barbara Yandel	635 Crassas Drive Indialantic, FL 32903	10/04

Susie Wasdin 200 S. Sykes Creek Parkway, #710 09/03
Merritt Island, FL 32952

EX OFFICIO

Emil P. Miller, President 110 Longwood Avenue N/A
Wuesthoff Health System Rockledge, FL 32955

Betty Suarez 102 Riverside Drive, #602 N/A
Cocoa, FL 32922

3. No Directors shall hold office for more than three (3) consecutive terms of three (3) years each except when elected to serve a term of less than three years (3) which term shall not be applied to the nine (9) year limitation term of a Director.

4. The Board of Directors shall be divided into three (3) classes with the term of office of one class expiring each year. At each annual meeting of the sole voting member, Directors shall be elected to hold office for a term of three years to succeed those Directors whose terms expire at that meeting.

5. The Board of Directors may not without the approval of the sole voting member of the Foundation:

- a) Adopt or permit the adoption of a plan of dissolution of the Foundation.
- b) Authorize or permit the Foundation to engage in or enter into any transaction providing for the disposition of all or substantially all of its assets.
- c) Adopt or permit the adoption of a plan of merger or consolidation of the Foundation with any other corporation or Foundation.
- d) Change, alter, amend, substitute or delete any provision in these Articles of Incorporation or Bylaws without approval of the sole voting member.

All Board members must maintain a residence in Brevard County, Florida and otherwise qualify as a Director as set forth in the Bylaws. Officers of the Board of Directors shall be selected as set forth in the Foundation Bylaws, except that the President and Treasurer shall always be the Foundation President and Chief Financial Officer of Wuesthoff Memorial Hospital, Inc., respectively.

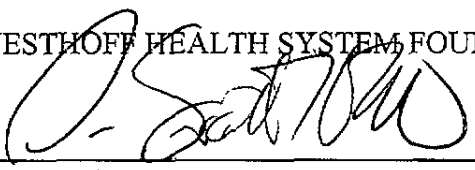
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Foundation shall be vested in the sole voting member of the Foundation. Written notice of the adoption, alteration, amendment or repeal of the Bylaws shall be given to the members of the Board of Directors ten (10) days prior to the meeting at which such adoption, alteration, amendment or repeal shall be considered.

ARTICLE X - AMENDMENTS

These Articles of Incorporation shall be amended only by the sole voting member of the Foundation.

WUESTHOFF HEALTH SYSTEM FOUNDATION, INC.

By: 
Its: Chairman

ATTEST:

By: 
Its: Secretary

ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



EMIL P. MILLER
REGISTERED AGENT

10/24/03
DATE

STATE OF FLORIDA
COUNTY OF BREVARD

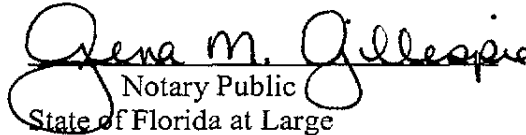
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to administer oaths and take acknowledgements, personally appeared **EMIL P. MILLER**, who is personally known to me and who did take an oath and who acknowledged before me that he executed the foregoing instrument and acknowledged the execution thereof to be his free act and deed for the uses ad purposes stated therein.

WITNESS my hand and official seal in the State and County last aforesaid this 24th day of October 2003.

Printed name of Notary:

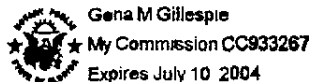
Gena M. Gillespie

(SEAL)



Notary Public
State of Florida at Large

My commission expires: July, 10, 2004
Commission No.: CC933267



ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Wuesthoff Health System Foundation, Inc.
(present name)

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

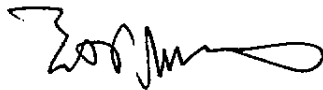
FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

See attached First Amended and Restated
Articles of Incorporation of
Wuesthoff Health System Foundation, Inc.

SECOND: The date of adoption of the amendment(s) was: 10/24/03

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Emil P. Miller

Typed or printed name

President/CEO

Title

Date