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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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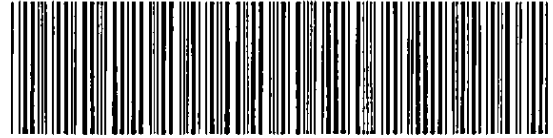
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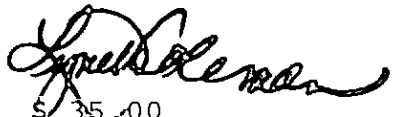
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TALLAHASSEE, FLORIDA

JAN 13 2011

T SCHWEDER

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 120585 4369500  
AUTHORIZATION :   
COST LIMIT : \$ 35.00

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ORDER DATE : January 2, 2020  
ORDER TIME : 2:56 PM  
ORDER NO. : 120585-005  
CUSTOMER NO: 4369500

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DOMESTIC AMENDMENT FILING

NAME: HEALTH FIRST, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT# 62969

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HEALTH FIRST, INC.**

*(A Corporation Not For Profit)*

This is to certify that the Board of Trustees do hereby amend and restate the Articles of Incorporation of Health First, Inc. and pursuant to the authority and provisions of Chapter 617 of the Florida Statutes, and do hereby adopt the following Amended and Restated Articles of Incorporation ("Articles of Incorporation"):

**ARTICLE I  
NAME**

The name of the corporation shall be Health First, Inc.

**ARTICLE II  
TERM OF EXISTENCE**

The period of existence of the Corporation shall be perpetual.

**ARTICLE III  
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Code"). Within such limitations, the purpose of this Corporation shall be to operate for the benefit of, and to support and provide direction and expertise for Cape Canaveral Hospital, Inc., Viera Hospital, Inc., and Holmes Regional Medical Center, Inc., and other affiliated organizations engaged in the delivery of health care services and related activities. Within such purpose, the Corporation shall provide for and deliver health care services and activities including, without limitation, the establishment and maintenance of an institution or institutions within or without the state where incorporated to provide health care and treatment and associated services such as, but not limited to, acute care, extended care, outpatient care, home care, and educational training of physicians and nurses; carry on such educational, philanthropic, scientific and medical research activities as may be part of modern health care services and activities; and engage in any lawful act or activity which may be necessary or appropriate for the carrying out and accomplishing of any of the foregoing objects or purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) as an organization described in Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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#### **ARTICLE IV POWERS**

Consistent with Section 501(c)(3) of the Code, the Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under applicable provisions of the Florida Statutes, and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

1. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.
3. No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

#### **ARTICLE V MEMBERSHIP**

The Corporation shall have members and such classes of members as set forth in the bylaws of the Corporation ("Bylaws"). The qualifications and rights of the members of each class, voting rights, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be as set forth in the Bylaws.

#### **ARTICLE VI BOARD OF TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees which shall consist of such number of Trustees (not less than three) as shall be fixed by the Bylaws. The manner of selection, election, classification, qualification, removal, terms of office and all other provisions relating to Trustees shall be as provided in the Bylaws.

#### **ARTICLE VII OFFICERS**

The officers of the Corporation shall consist of a Chairman of the Board, one or more Vice Chairmen, a President, one or more Executive Vice Presidents, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be deemed necessary by the Board of Trustees. Officers shall be elected or appointed by the Board of Trustees in the manner provided in the Bylaws.

## **ARTICLE VIII PARTIAL LIQUIDATION**

Upon partial liquidation following the sale of some but not all of the Corporation's assets, the Corporation may make distributions to its Members in accordance with (a) Section 617.0505, Florida Statutes, as it now exists or is subsequently amended or superseded and (b) the related and applicable provisions set forth in the Corporation's Bylaws.

## **ARTICLE IX DISSOLUTION**

The Corporation may be dissolved as provided for in the Bylaws consistent with the provisions of the Florida Statutes applicable at the time of dissolution. In the event of dissolution of the Corporation, no liquidating or other dividends and distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows, unless otherwise provided for in the Bylaws:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
2. The remaining assets shall be distributed to the member(s), which at the time of such distribution qualify as an organization(s) described in Section 501(c)(3) of the Code. The distribution to each such qualifying member shall be in proportion to each member's individual membership interest percentage in the Corporation.

## **ARTICLE X ADDRESS**

The mailing address of the principal office of the Corporation in the State of Florida is 6450 US Highway 1, Melbourne, FL 32955.

## **ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is 6450 US Highway 1, Melbourne, FL 32955, and the registered agent at that address is Nicholas W. Romanello, Esq.

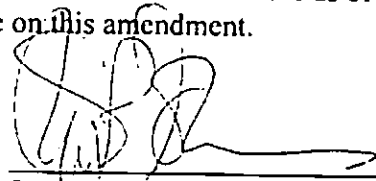
## **ARTICLE XII AMENDMENTS**

These Articles of Incorporation may be amended from time to time as provided for in the Bylaws. Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 617 of the Florida Statutes.

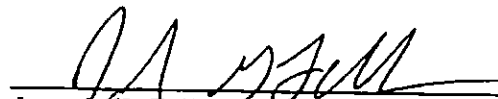
IN WITNESS WHEREOF, the Board of Trustees of Health First, Inc. has duly adopted these Amended and Restated Articles of Incorporation of Health First, Inc., and the undersigned have

signed this Certificate effective as of the 2 day of January 2020. There are no members entitled to vote on this amendment.

By

  
Steven P. Johnson, President

By

  
Joseph G. Felkner, Director

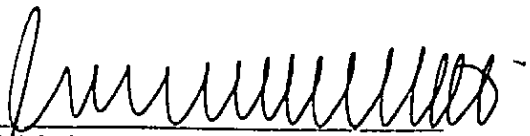
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TALLAHASSEE, FLORIDA

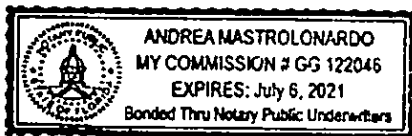
**REGISTERED AGENT  
ACCEPTANCE OF APPOINTMENT**

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designed in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


  
\_\_\_\_\_  
Nicholas W. Romanello

Date JANUARY 2, 2020

The foregoing instrument was acknowledged before me this 02 day of January, 2020, by Nicholas W. Romanello [NAME]. He is personally known to me or has produced \_\_\_\_\_ as identification.



(Notarial Seal)

  
\_\_\_\_\_  
Notary Public  
My commission expires: 7/6/21

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