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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lee Memorial Health System Foundation, Inc.
(Corporation Name) (Document #)
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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
LEE MEMORIAL HEALTH SYSTEM FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

2001 OCT 30 Fil 8:26

ARTICLE ONE. NAME

The name of this corporation is Lee Memorial Health System Foundation, Inc. with its place of business located at 16451 HealthPark Commons Drive, Suite 200, City of Fort Myers, Lee County, Florida.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not-for-Profit law set forth in part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed is to operate for the advancement of the mission of Lee Health System, Inc., a Florida not-for-profit corporation, by engaging in fund raising and by the distribution of its funds for such purposes to and for the benefit of Lee Health System, Inc. Should Lee Health System, Inc. cease to exist as a not for profit entity, or should all or substantially all of its health care operations or assets be transferred to or placed under the control of any private person or for profit entity, (such an event being known herein as a "Transitional Event") then the Foundation and its assets shall remain separate from Lee Health System, Inc., and the specific and primary purpose of this corporation shall be for health care and other charitable purposes for the geographical area formerly served by Lee Health System, Inc.

The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(C)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Robert C. McCurdy
Lee Memorial Health System
2780 Cleveland Avenue
Fort Myers, FL 33901

**ARTICLE SIX. LOCATION OF PRINCIPAL OFFICE AND
IDENTIFICATION OF REGISTERED AGENT**

The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Lee.

The name and address of this corporation's registered agent is Mary A. McGillicuddy, Legal Services, 2780 Cleveland Ave., Fort Myers, FL 33901.

ARTICLE SEVEN. MEMBERSHIP

There shall be one Member of the corporation, which shall be Lee Health System, Inc. Should a Transitional Event have occurred, it shall automatically cease to be the Member of this corporation, and this corporation shall have no members.

ARTICLE EIGHT. BOARD OF TRUSTEES

Section One. Number. The authorized number of trustees of this corporation shall be as set forth by the Bylaws. There shall also be no less than two and no more than seven ex officio trustees of the corporation, each of whom shall have a vote. The ex officio trustees are as follows:

The Chairperson of the Board of Directors of Lee Health System, Inc. or a member of such board designated by the Chairperson.

The Chief Executive Officer of Lee Health System, Inc., or his/her designee.

The President of the Lee Memorial Health System Auxiliary, or his/her designee.

The President of the Cape Coral Auxiliary, or his/her designee.

The President of the Gulf Coast Medical Center Auxiliary, or his/her designee.

The Chief Administrative Officer of Golisano Children's Hospital of Southwest Florida, or his/her designee.

One (1) former Lee Memorial Health System Foundation trustee as appointed by the Lee Memorial Health System Foundation Board of Trustees.

Ex officio Trustee appointed by the Lee Memorial Health System Foundation Board of Trustees shall serve a term of one (1) year. All other Trustees shall serve only during their incumbency. Should a Transitional Event have occurred, the ex officio Trustees named above shall cease to be Trustees of this corporation.

Section Two. Term of Office. Trustees shall serve terms of three (3) years. Except in the case of an elected Board of Trustees Officer, a trustee may serve a maximum of two (2) consecutive terms after which time they must vacate their position for a minimum of one (1) year before being eligible for reappointment to another term. A trustee elected to serve as a Board of Trustees Officer may serve up to a maximum of three (3) consecutive terms to permit completion of their duties, after which time they must vacate their position for a minimum of one (1) year before being eligible for reappointment to another term (this change is pending approval from Legal Services). The board of trustees named herein shall be divided

by random selection by the board of trustees acting at its first meeting into three (3) classes of three, three and four trustees respectively. The board of trustees shall be divided into three classes. Appointments or reappointments of trustees shall be made in August of each year for terms of three (3) years commencing on October 1 of that year. Should more than ten (10) trustees be appointed to the board of trustees, the initial term of such additional trustees shall be of such duration as to maintain an even distribution of terms of office so that approximately one-third of the trustees' terms shall expire in any one year. Ex officio trustees shall not be assigned to a class.

Section Three. Election and Appointment. Except as set forth herein, the manner in which trustees of the corporation are elected shall be otherwise regulated in the bylaws.

Section Four. Function of Trustees and Executive Committee. The affairs of the corporation shall be governed by the Board of Trustees. An Executive Committee comprised of members of the Board of Trustees shall have the authority of the Board of Trustees between meetings but shall at all times be subject to the control and direction of the Board of Trustees. The titles, term of office, duties and manner of election of the Executive Committee shall be as stated in the applicable Bylaws of the corporation.

ARTICLE NINE. INDEMNIFICATION

The corporation shall indemnify and defend any director of the Board of Trustees who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is a director of the corporation as long as said director acted in good faith and in the best interests of the corporation.

Trustees shall not be liable for the debts, liabilities, or obligations of the corporation and shall not be subject to any assessments.

ARTICLE TEN. BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not-for-Profit law of Florida, the Bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted by following the procedure set forth in the Bylaws.

ARTICLE ELEVEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual. Provided that no Transitional Event has occurred, no portion of the assets or earnings of the corporation shall be used to fund operating costs unless the Member of the corporation does not fund the operations to the extent of its operating budget as approved by the Board of Directors of Lee Health System, Inc.

ARTICLE TWELVE. DISTRIBUTION OF ASSETS

Upon dissolution or winding up of this corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated as a governmental agency or exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws provided that so long as no Transitional Event has occurred, the assets shall be distributed to Lee Health System, Inc.

ARTICLE THIRTEEN. AMENDMENT OF ARTICLES


Amendments to these Articles of Incorporation shall only be adopted by a majority vote of a quorum of the Board of Trustees and by a majority vote of a quorum of the Board of Directors of Lee Health System, Inc. Either board may initiate an amendment. Should a Transitional Event have occurred then approval for amendments to these Articles of Incorporation by the Member shall no longer be required.

These Amended and Restated Articles of Incorporation are effective on November 1, 2024.

* * * * *

CERTIFICATE

I, Jenny Gezella, Secretary of Lee Memorial Health System Foundation, Inc., certify that the foregoing Amended and Restated Articles of Incorporation of Lee Memorial Health System Foundation, Inc. contains amendments to said Articles of Incorporation and that the restated document including the amendments were adopted by a majority vote or a quorum of the Board of Trustees on the 23rd day of October, 2024 and approved by a majority vote of a quorum of the member, the Board of Directors of Lee Memorial Health System, on the 29th day of October, 2024 as required by the existing Articles of Incorporation.



Secretary
LEE MEMORIAL HEALTH SYSTEM FOUNDATION, INC.