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BAYFRONT HEALTH FOUNDATION, INC.

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**CERTIFICATE AS TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAYFRONT HEALTH FOUNDATION, INC.**

I HEREBY ACKNOWLEDGE, as the duly elected and qualified Chairman of the Board of Bayfront Health Foundation, Inc. (the "Corporation"), the following:

That these Amended and Restated Articles of Incorporation were approved by the Board of Trustees of the Corporation at a duly called meeting on March 21, 2013, pursuant to Section 617.1007, Florida Statutes; and

That these Amended and Restated Articles of Incorporation were approved by the Board of Trustees of Bayfront Health Education and Research Organization, Inc., the sole member of the Corporation, at a duly called meeting on March 27, 2013. The number of votes cast for the approval and adoption of these Amended and Restated Articles of Incorporation was sufficient for approval.

Dated this 10th day of April, 2013.

Bayfront Health Foundation, Inc.

By: Larry Davis

Larry Davis, M.D.
Chairman of the Board

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAYFRONT HEALTH FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, the Chairman of the Board, for the purpose of amending and restating the Articles of Incorporation of this Corporation does hereby make, subscribe, acknowledge, and file these Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of this Corporation shall be "Bayfront Health Foundation, Inc."

ARTICLE II
PRINCIPAL OFFICE

The street and mailing address of the initial principal office of this Corporation shall be located in the County of Pinellas at 744 6th Ave. S., St. Petersburg, FL 33701.

ARTICLE III
TERM OF EXISTENCE

The duration of this Corporation shall be perpetual until dissolved according to law.

ARTICLE IV
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions for such purposes as approved by the Corporation's Member. The Corporation is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act.

These purposes include the following:

- (a) To operate to benefit and support the exempt purposes of Bayfront Health, Education and Research Organization, Inc., formerly known as Bayfront Health System, Inc.;
- (b) To support and advance research, education and training in healthcare fields as approved by the Member;

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- (c) To support programs that improve the health and welfare of residents of the community or communities served by the Member as approved by the Member;
- (d) To receive and administer funds for the benefit of the Corporation, or its successor, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;
- (e) To sell, lease, borrow, encumber, convey and dispose of any such property and to invest and reinvest principal and income thereof and to deal with and expend principal and income therefrom for the purposes set forth in this Article IV without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law;
- (f) To own, use, buy, sell, mortgage or encumber real and personal property as will tend to promote the objects of the Corporation and the doing of all things necessary or incident to the purposes of the Corporation; and
- (g) To do such other lawful acts or activities to accomplish its charitable and educational purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) and the nonprofit corporation laws of the State of Florida.

ARTICLE V REGISTERED AGENT

The registered agent of this Corporation shall be: Erin Smith Aebel. The street address of the registered agent of this Corporation shall be: 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

ARTICLE VI MEMBERS

The current Member of the Corporation is Bayfront Health, Education and Research Organization, Inc. Provisions relating to the Member are set forth in the Bylaws.

ARTICLE VII BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees. The number of Trustees constituting the initial Board of Trustees shall be three; thereafter, the number and manner of election or appointment of Trustees and their terms of office shall be as provided in the Bylaws, but the number of Trustees shall not be less than three.

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ARTICLE VIII
VOTING

The method of voting on corporate matters shall be as set forth in the Bylaws.

ARTICLE IX
DISSOLUTION

Upon any dissolution of the Corporation, the Board of Trustees of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify the organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE X
AMENDMENT

These Articles may be amended by the Member of the Corporation in accordance with the Corporation's Bylaws and in the manner now or hereafter provided in the Florida Statutes.

ARTICLE XI
LIMITATION ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation 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 in Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) 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 federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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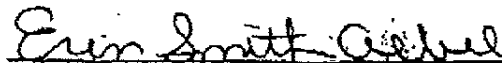
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Bayfront Health Foundation, Inc.
2. The name and street address of the registered agent and office in the State of Florida are:

Erin Smith Aebel
101 East Kennedy Boulevard, Suite 2800
Tampa, Florida 33602.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Erin Smith Aebel
Registered Agent

Dated: April 12 2013

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