

N98000000 3827

August 28, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Subject: PEDIATRIX CHARITABLE FUND, INC.

600002628966--4  
-08/31/98--01107--015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the "Amended and Restated Articles of Incorporation" for the above company.

We have enclosed our check number 59396 in the amount of \$87.50 which covers the filing fee of \$35.00, and the certified copy fee of \$52.50.

In order to expedite the return of the certified copy, I am enclosing a self-addressed stamped Federal Express envelope.

If you have any questions please do not hesitate to call me at the number below.

Sincerely yours,

*Ann Zugarramurdi*

Ann Zugarramurdi  
Corporate Paralegal  
/az

FILED  
98 SEP 17 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*OK  
N9800-0003827  
2 pgs. Restate Art  
9-17-98*

Direct Phone: (800) 243-3839 ext. 5285; Direct Fax: (954) 389-4224



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 9, 1998

ANN ZUGARRAMURDI  
P.O. BOX 559001  
FT. LAUDERDALE, FL 33355-9001

SUBJECT: PEDIATRIX CHARITABLE FUND, INC.  
Ref. Number: N98000003827

We have received your document for PEDIATRIX CHARITABLE FUND, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 998A00045844



September 15, 1998

Ms. Carol Mustain  
Corporate Specialist  
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Subject: PEDIATRIX CHARITABLE FUND, INC.  
Your Letter Number: 998A00045844

FILED  
98 SEP 17 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Ms. Mustain:

Pursuant to your letter of September 9<sup>th</sup>, 1998 (copy attached), enclosed is a revised original and a copy of the Restated Articles of Incorporation for the above referenced company.

Thank you for your help with this filing. If you have any questions please do not hesitate to call me at the number below.

Sincerely yours,

A handwritten signature in cursive script, reading "Ann Zugarramurdi".

Ann Zugarramurdi  
Corporate Paralegal  
/az

Direct Phone: (800) 243-3839 ext. 5285; Direct Fax: (954) 389-4224



1455 North Park Drive • Fort Lauderdale, Florida 33326  
P.O. Box 559001 • Fort Lauderdale, Florida 33355-9001  
(954) 384-0175 • 800-243-3839 • (954) 384-7657 (Fax)  
<http://www.pediatrix.com>

**RESTATED ARTICLES OF INCORPORATION  
OF  
PEDIATRIX CHARITABLE FUND, INC.**

On August 14, 1998, the Board of Directors of Pediatrx Charitable Fund, Inc. (the "Corporation"), duly adopted the following Restated Articles of Incorporation pursuant to the provisions of Section 617.1007, Florida Statutes:

(The restated articles does not contain any amendments requiring member approval.)

**ARTICLE ONE  
NAME**

The name of the Corporation is **PEDIATRIX CHARITABLE FUND, INC.**

**ARTICLE TWO  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office of the Corporation is 1455 North Park Drive, Ft. Lauderdale, FL 33326.

The mailing address of the Corporation is P.O. Box 559001, Ft. Lauderdale, FL 33355-9001.

**ARTICLE THREE  
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and any other not-for-profit, charitable purposes specifically not prohibited to corporations under the laws of the State of Florida.

FILED  
98 SEP 17 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE FOUR 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 Three 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.

## **ARTICLE FIVE DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE SIX  
DIRECTORS**

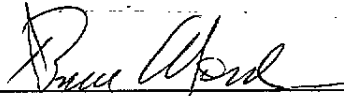
The Board of Directors of the Corporation shall consist of at least three Directors who shall be elected by the members of the Corporation and will hold office until the next annual members' meeting or until a successor is elected and qualified.

**ARTICLE SEVEN  
BOARD OF DIRECTORS**

The names and addresses of the Board of Directors shall be:

<u>Name</u>	<u>Address</u>
Lawrence M. Mullen	1455 North Park Drive, Ft. Lauderdale, FL 33326
Bruce A. Jordan	1455 North Park Drive, Ft. Lauderdale, FL 33326
Karl B. Wagner	1455 North Park Drive, Ft. Lauderdale, FL 33326

The undersigned has executed these Restated Articles of Incorporation this the 14th day of September, 1998.

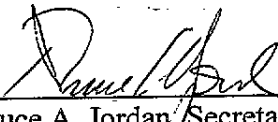
  
\_\_\_\_\_  
Bruce A. Jordan, Secretary

## CERTIFICATE OF SECRETARY

I, Bruce A. Jordan, the duly appointed, qualified and acting Secretary of Pediatrix Charitable Fund, Inc., a Florida corporation (the "Corporation"), do hereby certify that:

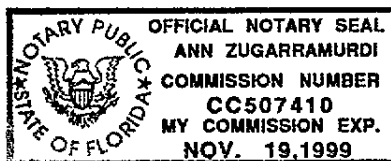
At a meeting held on August 14, 1998, the Board of Directors of the Corporation authorized the Corporation to file with the Florida Secretary of State Restated Articles of Incorporation in substantially the form as attached hereto.

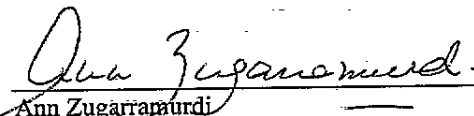
IN WITNESS WHEREOF, I have hereto set my hand this 14th day of September, 1998.

  
Bruce A. Jordan, Secretary

State of Florida     )  
                              )  
County of Broward    )

The foregoing instrument was acknowledged before me this 14th day of September, 1998, by Bruce A. Jordan, Secretary of Pediatrix Charitable Fund, Inc., a corporation organized pursuant to the laws of the State of Florida, on behalf of the corporation. He is personally known to me and did not take an oath.



  
Ann Zugarramundi  
Notary Public  
Commission Number: CC507410  
My Commission Expires: Nov. 19, 1999