

N98000004205



November 3, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-11/05/00--01145--009
*****35.00 *****35.00

Gentlemen:

Health Outreach Prevention
and Education Foundation, Inc.

We are enclosing herewith original and duplicate Articles of Restatement for the above corporation, together with our check for \$35.

The duplicate copy has been subscribed and acknowledged in the same manner as the original. Please endorse your approval on the duplicate and return with your acknowledgment to the undersigned.

Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Wilma F. Daniel".

Wilma F. Daniel
Executive Legal Assistant

Enclosures

FILED
00 NOV -6 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of Vice President and Corporate Counsel	reply to:	8249 Devereux Drive Melbourne, FL 32940-7955	telephone:	[321] 434-4355
			FAX:	[321] 253-3273

Health First, Inc. • 8249 Devereux Drive • Melbourne, Florida 32940-7955 • (321) 434-4300
Cape Canaveral Hospital • 701 West Cocoa Beach Causeway • PO Box 320069, Cocoa Beach, Florida 32932-0069 • (321) 799-7111
Holmes Regional Medical Center • 1350 South Hickory Street, Melbourne, Florida 32901-3276 • (321) 434-7000
Palm Bay Community Hospital • 1425 Malabar Road NE, Palm Bay, Florida 32907-2599 • (321) 434-8000
Health First Physicians, Inc. • Family Practice/Gastroenterology/Internal Medicine/Obstetrics & Gynecology/Occupational Medicine • (321) 434-2300
Health First Health Plans, Inc. • 8247 Devereux Drive, Suite 103 • Melbourne, Florida 32940-7955 • (321) 434-5600 • (800) 716-7737

11-17
[Handwritten initials]

ARTICLES OF RESTATEMENT
HEALTH OUTREACH PREVENTION AND
EDUCATION FOUNDATION, INC.

[a corporation not for profit]

FILED
00 NOV -6 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby restate the Articles of Incorporation of the foregoing not-for-profit Corporation, pursuant to Section 617.1007, Florida Statutes, which restatement includes one or more amendments to the Articles and requires Member approval. Such restatement or amendments do not require approval of the Corporation's Board of Directors. Such Articles of Restatement restate and further amend the provisions of the Articles of Incorporation. There is no discrepancy between the Articles of Incorporation and the provisions of these Articles of Restatement other than the amendments contained herein.

These Articles of Restatement were approved by the Board of Directors of the Member, Health First, Inc., on October 19, 2000. The number of votes cast was sufficient for approval. The Articles of Restatement shall become effective upon filing with the Department of State.

Article I
Name

The name of the Corporation shall be Health First Foundation, Inc.

Article II
Purpose

The purpose or purposes for which this Corporation is organized are:

1. To be a supporting organization pursuant to Section 509(a)(3) of the Internal Revenue Code of 1986, as amended, formed for the benefit of, performing the functions of, and carrying out the purposes of charitable providers of health care.
2. To provide charitable, medical, scientific, educational and research support to tax-exempt, not-for-profit medical institutions affiliated with Health First, Inc., and to promote the general health and welfare of the community.

3. To develop community support, to provide direction and expertise, and to assist in acquiring funds and resources for the provision of a health care delivery system designed to find, treat and manage community health care needs with preventive programs or treatment.
4. To facilitate community relationships among community service organizations to address health and health-related community issues and to identify special needs of the community, which would be better served by coordinating existing services.
5. To do everything necessary, suitable or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Florida upon a not-for-profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida.

This Corporation is organized exclusively for charitable, scientific, and educational purposes for which a corporation may be formed under the not-for-profit corporation law and not for pecuniary profit or financial gain; and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer, or individual. The Corporation shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities that are either (i) not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law; or (ii) that are not in the furtherance of the purposes expressly stated in Section 1 of this Article II.

Article III

Term

The period of existence of the Corporation shall be perpetual.

Article IV

Member

The sole member of the Corporation shall be Health First, Inc., a Florida not-for-profit corporation. Provisions relating to the Member including voting and other rights shall be set forth in the Bylaws of the Corporation.

Article V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of such number of Directors as shall be fixed by the Bylaws. The manner of selection, classification, qualification, removal, terms of office and all other provisions relating to Directors shall be as provided in the Bylaws.

Subject to the limitations of these Articles of Incorporation of the Corporation, the Bylaws and the laws of the State of Florida, the Board of Directors shall not take any action with respect to the following without approval of the Member:

1. any change in the mission, purpose or scope of the Corporation and its operation;
2. the incurrence of debt or guarantee the debt of another;
3. the approval of the sale, lease, purchase, conveyance or other disposition of any real property or any personal property of the Corporation having a fair market value in excess of \$100,000;
4. the approval of the sale, lease, purchase, conveyance or other disposition of all or substantially all of the assets of the Corporation;
5. the approval of annual operating and capital expenditure budgets of the Corporation and any material deviations from such budgets;

6. the approval of the appointment or engagement of all auditors and legal counsel and the engagement of consultants involving expenditures in excess of \$50,000 annually;
7. the approval of any significant changes of human resource and employee benefit, accounting, financial and other policies and procedures;
8. the approval of strategic and long-range plans, major fund raising programs and financial commitments (over and above those contained in approved budgets) in excess of \$100,000;
9. the creation, acquisition, sale, purchase, dissolution or other disposition of any affiliated or controlled entity or any joint venture or any interest in any such entity;
10. the relocation, implementation or discontinuation of a major program or service; and
11. the repeal, amendment or restatement of Articles of Incorporation and Bylaws of the Corporation.

Article VI Bylaws

The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Article VII Amendments

These Articles of Incorporation may be amended only by the Member in the manner now or hereafter provided in the Florida Statutes.

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.

**Article VIII
Dissolution**

Upon 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 of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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, in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

**Article IX
Address**

The location of this Corporation shall be at 8249 Devereux Drive, Melbourne, Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 31st day of October 2000, for the purposes hereinabove expressed.

HEALTH FIRST, INC.
By 
Michael D. Means, President

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL D. MEANS, who is personally known to me and known to be the President of Health First, Inc., who executed the foregoing Articles of Restatement, and he acknowledged before me that he executed it in the name of and for the corporation, and that he was duly authorized by said corporation to do so.

WITNESS my hand and official seal in the County and State aforesaid this 31st day of October 2000.


Notary Public - State of Florida

 Wilma F. Daniel
MY COMMISSION # CC907571 EXPIRES
April 17, 2004
BONDED THRU TROY FAIR INSURANCE, INC.