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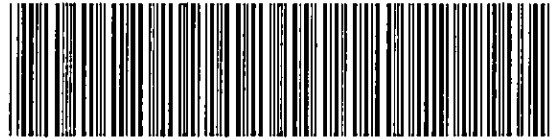
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T SCHMIDT

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

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

ORDER DATE : January 2, 2020
ORDER TIME : 2:57 PM
ORDER NO. : 120585-010
CUSTOMER NO: 4369500

DOMESTIC AMENDMENT FILING

NAME: HEALTH FIRST FOUNDATION, 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
HEALTH FIRST FOUNDATION, INC.
[A Corporation Not For Profit]**

This is to certify that the undersigned hereby amends and restates the Articles of Incorporation of the foregoing not-for-profit Corporation, pursuant to Sections 617.1007 and 617.1002, Florida Statutes, which amendment and 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 Trustees. Such Amended and Restated Articles restate and further amend the provisions of the Articles of Incorporation.

These Amended and Restated Articles of Incorporation were approved by the Board of Trustees of the Member, Health First, Inc., on the 19th day of May, 2019. The number of votes cast was sufficient for approval. The Amended and Restated Articles of Incorporation shall become effective upon filing with the Department of State and shall supersede the original Articles of Incorporation and all amendments thereto.

**Article I
Name**

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

**Article II
Purpose**

The Corporation is organized and shall be operated as a not-for-profit corporation exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code") and shall qualify as a supporting organization pursuant to Section 509(a)(3) of the Code. More specifically, the Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, and to support Health First, Inc., Holmes Regional Medical Center, Inc., Cape Canaveral Hospital, Inc., Hospice of Health First, Inc., and Viera Hospital, Inc., all of which are Florida not-for-profit corporations described in Section 501(c)(3) of the Code, and all of which are exempt from classification as a private foundation pursuant to Section 509(a)(1) or 509(a)(2) of the Code, such other Section 501(c)(3) public charities described in Section 509(a)(1) or 509(a)(2) of the Code that are controlled by Health First, Inc., and other affiliates that also support the delivery of health care in the community and purposes of the Supported Organizations (the "Supported Organizations"). In support and furtherance of the charitable purposes of the Supported Organizations, the Corporation shall:

1. 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.

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2. 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.
3. 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 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, trustee, director, officer, or individual. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying or other attempts to influence legislation, and the Corporation shall not participate in or intervene in (including, but not limited to, the publication or dissemination of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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 Code; or (ii) that are not in the furtherance of the purposes expressly stated in this Article II.

Article III

Term

The period of existence of the Corporation shall be perpetual.

Article IV

Member

The Corporation shall not have members.

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Article V
Board of Trustees

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

Article VI
Bylaws

The Board of Trustees 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 from time to time as provided by applicable Florida law. 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 remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to Health First, Inc., provided that Health First, Inc. is then recognized as an organization described in Section 501(c)(3) of the Code. If, at the time of the dissolution or winding up of the Corporation, Health First Inc. is not an organization which is organized and operated exclusively for charitable purposes which at such time has established its tax-exempt status under Section 501(c)(3) of the Code, then upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to an organization which is organized and operated exclusively for charitable purposes which at such time has established its tax-exempt status under Section 501(c)(3) of the Code or shall be distributed to the Federal, state or local government exclusively 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.

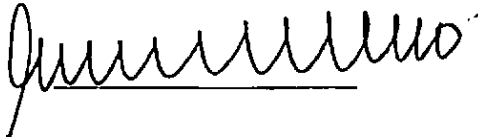
Article IX
Office and Registered Agent

The Corporation's principle place of business 6450 US Highway 1, Rockledge. The address of the registered office is 6450 US Highway 1, Rockledge, Florida, and the registered agent is Nicholas W. Romanello, Esq.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 2 day of January 2020, for the purposes hereinabove expressed.

HEALTH FIRST FOUNDATION, INC.

By: 

Nicholas Romanello
Assistant Secretary

STATE OF FLORIDA COUNTY OF BREVARD

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Nicholas Romanello who is personally known to me and known to be the Assistant Secretary of Health First Foundation, 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 02 day of January 2020.





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TALLAHASSEE, FLORIDA

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