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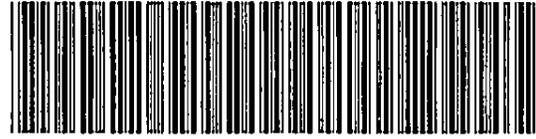
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STATE OF MISSISSIPPI

C. BRUMBL

JAN 31 2022

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation is:

Health First, Inc.

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows:

See attached.

2022 JAN 11 AM 11:45

FILED

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
HEALTH FIRST, INC.
(A Not-For-Profit Corporation)**

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FILED

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 617.1002 and 617.1007, Florida Statutes, which amendment and restatement includes one or more amendments to the Articles and requires 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 Corporation by unanimous written consent on October 21, 2021. 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, 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 Shared Services, 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 Shared Services, 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.
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.

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**

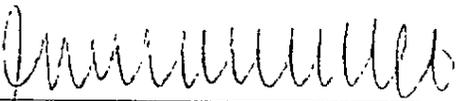
Upon dissolution of the Corporation, assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to Health First Shared Services, Inc., provided that Health First Shared Services, Inc. is then recognized as an organization described in Section 501(c)(3) of the Code. If, at the time of the dissolution or winding up of the Corporation, Health First Shared Services, 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 principal place of business is 6450 US Highway 1, Rockledge, Florida. The address of the registered office is 6450 US Highway 1, Rockledge, Florida, and the registered agent is Nicholas W. Romanello, Esq.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 3rd day of January, 2021, for the purposes hereinabove expressed.

HEALTH FIRST, INC.

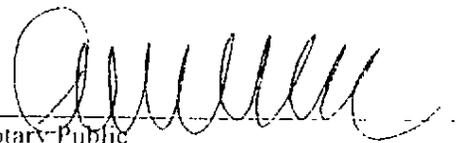
By: 
Nicholas W. Romanello
Assistant Secretary

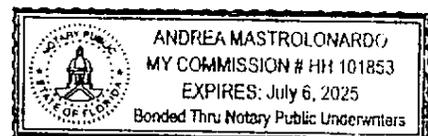
STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Nicholas W. Romanello, who is personally known to me and known to be the Assistant Secretary of Health First, Inc., who executed the foregoing Amended and Restated Articles, 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 3rd day of January, 2021.

My Commission Expires: 7/6/25


Notary Public



The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: N/A

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

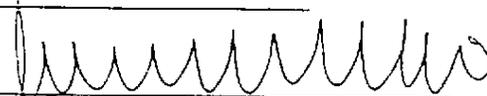
Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: January 5, 2022

Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Nicholas W. Romanello

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)