

Document Number Only

N98000007380

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Naples Memorial, Inc.

☐ Profit

☒ NonProfit *Articles*

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Photo Copies

☐ Call if Problem

☐ Mark

☐ Mark

☐ Other ucc Filing

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name
Availability
Document Examiner <i>Dmc</i> 12/31/98
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPIES
= FILE STAMPED

TO

JEFFREY D. BUTTERFIELD

DEC 31 1998

(6) P. Hall

000002726890-3

-12/30/98-01083-002

*****70.00 *****70.00

RECEIVED
DEC 30 PM 2:08
98 DEC 30 PM 12:15
FILED
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

CT CORPORATION SYSTEM

SUBJECT: NAPLES MEMORIAL, INC.
Ref. Number: W98000029270

We have received your document for NAPLES MEMORIAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An officer must sign in behalf of the corporation designated as Registered Agent.

Please return the original and one copy of 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 598A00061100

DEC 31 1998
NAPLES MEMORIAL, INC.
CORPORATION

*Walk In
Pick up*

*Please back date
Thanks*

CERTIFICATE OF INCORPORATION

of

NAPLES MEMORIAL, INC.

FILED

98 DEC 30 PM 12:15

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

FIRST: The name of the corporation is Naples Memorial, Inc. (the "Corporation").

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The purposes for which the Corporation is organized are:

To engage exclusively in educational and charitable activities, including, without limitation, by making grants to nonprofit organizations located within the United States, provided that such purposes, activities and grants of the Corporation are only as permitted an organization described in Section 501(c)(3) of the Code.

In furtherance and pursuance of the foregoing purposes, the Corporation shall have and may exercise all of the powers conferred by the laws of the State of Delaware, including all powers necessary and convenient to effect any or all of the aforesaid purposes, and shall have and may exercise additional powers which may be conferred by law.

FOURTH: The foregoing purposes and powers are each and all subject to the limitation that:

(a) This Corporation is not organized for profit.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, creator or organizer of the Corporation, or substantial contributor to it, or any private individual, except that reasonable compensation for actual services rendered to or for the Corporation and reimbursement of reasonable expenditures in furtherance of one or more of its exempt purposes may be provided.

(c) The private property of the directors, officers and employees of the Corporation shall not be subject to payment of the Corporation's debts, obligations or liabilities to any extent whatever.

(d) The Corporation shall have authority to accept as contributions personal property and real property, and to sell, mortgage, encumber, hypothecate, lease, receive, administer, maintain, use and employ, in whole or in part, its income, funds, securities and property, real

and personal, as an association organized and operated exclusively for educational, charitable and other nonprofit purposes beneficial to the public, as such terms and purposes are used and defined in or in connection with Section 501(c)(3) of the Code and the regulations thereunder, and to pursue such objects and purposes directly, or by contribution to organizations that qualify as exempt organizations described in Section 501(c)(3) of the Code or organizations which are treated for U.S. tax purposes as so qualifying, or by program-related investments as defined in Section 4944(c) of the Code.

(e) Notwithstanding any other provision of this Certificate, the Corporation shall not (i) conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and the regulations thereunder, or (ii) engage in activities which are prohibited by an organization contributions to which are deductible under Section 170(b)(1)(A) of the Code and regulations thereunder.

FIFTH: The Corporation shall not have the authority to issue capital stock. The Corporation shall be a membership corporation. The members of the Corporation shall initially consist of the persons named in Article EIGHTH of this Certificate of Incorporation and thereafter shall consist of the persons who meet the qualifications for directors of the Corporation set forth in this Certificate of Incorporation and in the By-Laws of the Corporation.

SIXTH: The directors of the Corporation shall be elected in such manner, for such terms, and on such conditions as shall be prescribed in the By-Laws of the Corporation.

SEVENTH: Provisions for the regulation of internal affairs of the Corporation shall be set forth in the By-Laws of the Corporation, to the extent that they are not set forth herein as follows:

(1) No directorship or officership in this Corporation shall be assignable inter vivos or pass to any personal representative, heir, or devisee of any director or officer.

(2) This Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that will prevent this Corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Code and the regulations thereunder.

(3) No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; this Corporation shall not

participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; nor shall it in any manner engage in activities that are unlawful under the laws of the United States of America, the State of Delaware, or any other jurisdiction where such activities are carried on.

(4) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated for purposes that are not exclusively educational, charitable, or otherwise permitted by Section 501(c)(3) and 509(a)(3) of the Code and the regulations thereunder.

(5) No compensation or payment shall ever be paid or made to any director, officer, trustee, creator, or organizer of this Corporation or substantial contributor to it, except as a reasonable allowance for actual expenditures or service actually made or rendered to or for this Corporation; provided, neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any of such persons; provided further, that neither the whole nor any part or portion of such assets or net earnings shall be used for, accrue to, or inure to the benefit of any private individual or entity within the meaning of Section 501(c)(3) of the Code and the regulations thereunder.

(6) The Corporation may be liquidated or dissolved, and any such liquidation or dissolution may be carried out in the manner prescribed by the By-Laws of the Corporation, but any assets of the Corporation available for distribution after payment of its lawful debts and satisfaction of applicable legal obligations shall be transferred or assigned only to a corporation or other legal entity which is dedicated to charitable or educational purposes and which would then qualify under Section 501(c)(3) of the Code and the regulations thereunder.

EIGHTH: The number of directors constituting the Board of Directors of the Corporation shall be fixed by the By-Laws of the Corporation. The number of initial directors is three, and the names and addresses of the persons to serve as the initial directors until the first meeting or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Thomas G. Brown	6524 Highcroft Drive Naples, Florida 34119
Robert Scott Edmonds	40 Central Park South, Apt. 7H New York, New York 10019
Jeffrey A. Piipponen	Naples Capital Corporation 4500 Executive Drive, Suite 110 Naples, FL 34119

NINTH: A director of this Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the effective date of the article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

TENTH: The address of the Corporation's initial registered office in the State of Florida is C T Corporation System, 1200 Pine Island Road, Plantation, Florida. The name of its registered agent at such address is The C T Corporation System.

ELEVENTH: The name and address of the incorporator is:

Name

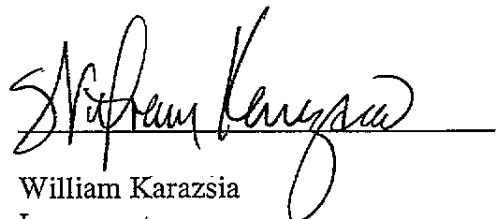
Address

William Karazsia

Winston & Strawn
1400 L Street, NW
Washington, DC 20005

TWELFTH: The street address of the initial principal office is Naples Memorial, Inc., c/o Naples Capital Group, 4500 Executive Drive, Naples, Florida 34109.

Dated: December 28, 1998


William Karazsia
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

Naples Memorial, Inc.

(must include suffix)

FILED
98 DEC 30 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The name and address of the registered agent and office is:

CT Corporation System

(NAME)

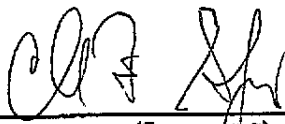
1200 Pine Island Rd.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, FL 33324

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated 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 obligations of my position as registered agent.



(SIGNATURE)

12/29/98

(DATE)

Charlie Shampang / Asst. Secy.