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**BASIC AMENDMENT**

**GLADES ROAD PEDIATRICS, INC.**

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**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**  
  
**OF**  
  
**GLADES ROAD PEDIATRICS, INC.**

The undersigned officer of Glades Road Pediatrics, Inc. (hereinafter sometimes referred to as the "Corporation") hereby certifies that there are no members of the Corporation entitled to vote to amend the Corporation's Articles of Incorporation and that these First Amended and Restated Articles of Incorporation have been duly adopted by the directors of the Corporation on March 15, 1999 and are hereby filed pursuant to and in accordance with Florida Statutes, sections 617.01201, 617.1006 and 617.1007

**ARTICLE I.**

**Name**

The name of the corporation is Glades Road Pediatrics, Inc.

**ARTICLE II.**

**Address**

The street address and mailing address of the Corporation's principal office is 929  
Glades Road, Boca Raton, Florida 33434.

**ARTICLE III.**

**Purposes**

Section 1. The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future federal tax code) (the "Code").

Philip M. Sprinkle II, Esquire  
Florida Bar Number 0724890  
777 South Flagler Drive, Suite 900 East Tower  
West Palm Beach, Florida 33401  
Telephone (561) 659-5990

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Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purpose of the Corporation shall be to develop a pediatric ambulatory center (the "Center") in west Boca Raton, Florida. All funds raised by the Corporation shall be in the name and for the benefit of the Corporation and shall be donated to Glades Road Pediatrics, Inc. for so long as Glades Road Pediatrics, Inc. (or its successor entity) operates the Center.

**ARTICLE IV.**  
**Election of Directors**

The method of electing directors shall be provided in the By-Laws of the Corporation. Governance of the Corporation shall remain with its Board of Directors as provided in the By-Laws of the Corporation.

**ARTICLE V.**  
**Membership**

The Corporation shall have two members. The two members shall be the following corporations:

Boca Raton Community Hospital, Inc.  
Variety Childrens' Hospital, Inc. d/b/a Miami Childrens' Hospital

The members shall have only those powers and rights set forth in the By-Laws of the Corporation and no others.

**ARTICLE VI.**  
**Term of Existence**

The term of existence of the Corporation is perpetual.

**ARTICLE VII.**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is Akerman, Senterfitt & Eidson, P.A., 777 South Flagler Drive, Suite 900, East Tower, West Palm Beach, Florida 33401, and the name of the registered agent of this Corporation at that address is Philip M. Sprinkle II, Esquire.

**ARTICLE VIII.**  
**By-Laws**

The By-Laws of the Corporation may be modified, amended or rescinded only by a unanimous vote of the members of the Board of Directors.

**ARTICLE IX.**  
**Amendments**

These Articles of Incorporation may be modified, amended or rescinded only by a unanimous vote of the members of the Board of Directors.

**ARTICLE X.**  
**Negation of Pecuniary Gain**

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or to declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributed to, any director, officer or other private persons; provided, however, that this Article X shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered to or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article III.

**ARTICLE XI.**  
**Prohibition of Certain Activities**

**Section 1.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

**Section 2.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE XII.**  
**Dissolution**

Upon the dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, the Board of Directors of the Corporation shall, after paying or making

provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, benevolent, educational, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) and Section 170(c)(2) of the Code, and as a "public charity" under Section 509(a)(1), (2) or (3) of the Code, as the members of the Board of Directors the Corporation may, in their sole discretion, determine. Notwithstanding the foregoing, upon the dissolution of the Corporation or the winding up of its affairs or liquidation of its assets, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation in equal shares (except as provided below) to Boca Raton Community Hospital, Inc. and Variety Children's Hospital d/b/a Miami Children's Hospital as long as such entities qualify, as of the date of distribution, as exempt organizations under Section 501(c)(3) and Section 170(c)(2) of the Code, or any successor sections thereof, and as a "public charity" under Section 509(a)(1), (2) or (3) of the Code, or any successor sections thereof; provided, however, that, should such residual assets include the corporate and fictitious names of the Corporation and should Boca Raton Community Hospital, Inc. qualify to receive residual assets as provided above, the corporate and fictitious names of the Corporation shall be transferred to Boca Raton Community Hospital, Inc. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable, benevolent, educational or scientific purposes, as said court shall determine.

### **ARTICLE XIII.**

#### **Indemnification of Directors and Officers**

**Section 1.** Terms used in this Article XIII shall have the meanings ascribed to them in Florida Statutes Sections 607.0850, 617.0831 and 617.0834, or any amended or successor sections of the Florida Statutes.

**Section 2.** Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in (a) or (b) is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending

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any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (C) in the case of a Director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or
- (D) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article XIII and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes, Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article XIII or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article XIII.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article XIII shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article XIII. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
  - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
  - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or



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- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XIII. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XIII.

Section 7. Indemnification and/or advancement of expenses as provided in this Article XIII shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article XIII shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

IN WITNESS WHEREOF, Glades Road Pediatrics, Inc. has caused these First Amended and Restated Articles of Incorporation to be signed by its president this 17<sup>th</sup> day of March, 1999.

  
Barbara Duffy, President

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STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me on this 17 day of March, 1999 by Barbara Duffy, as President of Glades Road Pediatrics, Inc., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or has produced \_\_\_\_\_ as identification.

Belinda J. Scudder  
Notary Public

Print Name: Belinda J. Scudder

Commission No. CC 10318

My Commission Expires: Feb 15, 2002

