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TALLAHASSEE, FLORIDA

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12/16/05

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Florida Hospital Wesley Chapel, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Adventist Health System (Sarah Feb)
Name (Printed or typed)

111 N. Orlando Avenue
Address

Winter Park, Florida 32789
City, State & Zip

407-975-1494 (Sarah Feb)
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
Of
FLORIDA HOSPITAL WESLEY CHAPEL, INC.
(A Not-For-Profit Corporation)**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I
Name**

The name of the corporation shall be: "Florida Hospital Wesley Chapel, Inc.

Article II

Address

The principal place of business shall be: 2528 Bruce B. Downs Blvd., County Rd. 581 S., Wesley Chapel, FL 33543, and mailing address of the corporation shall be: 7050 Gall Blvd., Zephyrhills, FL 38541 Attn: President.

**Article III
Purposes**

The Corporation is organized to operate for exclusively charitable, educational, scientific and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or any corresponding provision of any future United States Internal Revenue Law (the "Code"). The corporation was organized, and at all times shall be operated to serve the health care needs and interests of the general public, in such ways as the Member and the Board of Directors of the corporation shall determine. In furtherance of these purposes, the corporation shall have full power and authority to:

- (a) provide and to support the provision of hospital or medical care and services and to carry out, directly or indirectly, related health care functions;

- (b) lease, manage and operate Florida Hospital Wesley Chapel;
- (c) lease, manage and operate other hospitals, health care facilities, and related facilities;
- (d) employ physicians and other health care personnel;
- (e) promote the delivery of health care to the general public by providing services and resources to hospitals and other health care organizations and support and provide for medical education and research; and
- (f) perform all other acts necessary or incidental to the above and to do whatever is necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Member and the Board of Directors, to carry out any of the charitable, educational, scientific or religious purposes of the corporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Code, within and subject to the limitations of Section 501(c)(3) of the Code.

All of the assets and the earnings of the corporation shall be used exclusively for charitable, educational, scientific or religious purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- (b) 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 (including the publication of distribution of statements), in any political campaign on behalf of, or in opposition to, any candidate for public office except as authorized by the Code.
- (c) Notwithstanding any other provisions contained herein, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt

from tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article IV Membership

The Member of the corporation shall be Adventist Health System Sunbelt Healthcare Corporation, a Florida not-for-profit corporation ("AHSSHC"). AHSSHC shall have direct and approval reserved powers over the corporation in accordance with the bylaws of the corporation.

Article V Election of Directors

Members of the Board of Directors of the corporation, who shall include at least one (1) representative from the medical staff of Florida Hospital Wesley Chapel shall be selected by AHSSHC. Elections made to the Board of Directors shall be made without regard to an individual's handicap status.

Article VI Dissolution

In the event of the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the remaining assets of this corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) exclusively for the purposes of this corporation by transferring such assets to AHSSHC provided that AHSSHC is in existence at such time and qualifies as an exempt organization under Section 501(c)(3) of the Code. In the event that AHSSHC is not in existence at such time or does not qualify at such time as an exempt organization under Section 501(c)(3) of the Code, then to the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, the Lake Union Conference of Seventh-day Adventists and the Mid-America Union Conference of Seventh-day Adventists, all of which are organized and operated exclusively for religious and charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The identity of the party to receive the assets shall be determined by the location of the assets to be distributed, provided, however, that

if the source or location from which the assets were derived can be determined and said source is other than the Union Conference wherein the assets are located, the asset shall be disbursed to the Union Conference from which it is shown to have derived.

Article VII
Registered Office; Registered Agent

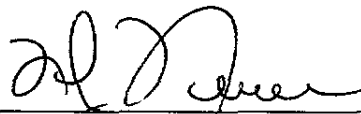
The name and Florida street address of the initial registered agent of the corporation are:

T. L. Trimble
111 N. Orlando Avenue
Winter Park, FL 32789

Article VIII
Incorporator

The name and address of the Incorporator to these Articles of Incorporation are:

T. L. Trimble
111 N. Orlando Avenue
Winter Park, FL 32789



Signature of Incorporator

12/15/05

Date

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 of Registered Agent

12/15/05

Date

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