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**ARTICLES OF RESTATEMENT AND
CERTIFICATE OF SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FLAGLER HOSPITAL, INC.**

The undersigned, on behalf of Flagler Hospital, Inc., a Florida not-for-profit corporation (the "Corporation"), does hereby certify to the Florida Department of State:

1. The name of the corporation whose Articles of Incorporation are being amended and restated pursuant to Sections 617.1002 and 617.1007, Florida Statutes, is Flagler Hospital, Inc.
2. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A (the "Restated Articles").
3. The Restated Articles contain amendments to the Articles of Incorporation requiring member approval. The Member of the Corporation adopted the amendments on September 4, 2018, and the number of votes cast for the amendments was sufficient for approval.
4. The effective date of the Restated Articles shall be on November 30, 2018 or, if later, the date upon which the Restated Articles are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused this certificate to be executed on behalf of the Corporation this 30 day of November, 2018.

FLAGLER HOSPITAL, INC.,
a Florida not-for-profit corporation

By: _____

Jason Barrett,
President

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TALLAHASSEE, FLORIDA

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EXHIBIT A

Second Amended and Restated Articles of Incorporation of Flagler Hospital, Inc.

(See Attached)

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLAGLER HOSPITAL, INC.**

**ARTICLE I
NAME**

The name of the Corporation is Flagler Hospital, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The street address of the principal place of business and mailing address of the Corporation are 400 Health Park Boulevard, St. Augustine, Florida 32086.

**ARTICLE III
PURPOSE**

The Corporation is a nonstock not for profit corporation organized and operated exclusively for charitable, religious, educational and scientific purposes. The general nature of the objects and purposes of the Corporation are to:

- (a) be irrevocably dedicated and operated exclusively for purposes described in and contemplated by the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States federal tax laws (the "Code");
- (b) establish and maintain a hospital for the care of persons suffering from illnesses or disabilities which require that the patient receive in- or out-patient hospital care;
- (c) carry on any educational activities related to rendering care to the sick and injured or the promotion of health that, in the opinion of the Board of Directors, may be justified by the facilities, personnel, funds or other requirements that are, or can be, made available;
- (d) promote and carry on scientific research related to the care of the sick and injured insofar as, in the opinion of the Board of Directors, such research can be carried on in, or in connection with, the Corporation;
- (e) participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community; and
- (f) provide a community benefit.

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The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any individual member, director, officer or individual that is not itself qualified as a §501(c)(3) organization. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Code, or a corporation the contributions to which are deductible under §170(c)(2) of the Code.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV **POWERS**

The powers of the Corporation shall include and be governed by the following:

- (a) The Corporation shall have all of the common law and statutory powers of a not for profit corporation under the laws of the State of Florida that are not in conflict with the provisions of these Articles of Incorporation or the Bylaws of the Corporation and shall have all of the powers necessary or desirable and consistent with §501(c)(3) of the Code. In furtherance of the objectives of the Corporation, the property of the Corporation is irrevocably dedicated to the exempt purposes of §501(c)(3) of the Code.
- (b) No part of the net earnings or net income of the Corporation shall inure to the benefit of, or otherwise be distributed to, any director, officer, member, or individual or any entity that is not itself qualified as a §501(c)(3) organization. No director, officer, individual, member or entity that is not itself qualified as a §501(c)(3) organization shall receive any recurring benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

ARTICLE V **MEMBERS**

The Corporation shall not have members.

ARTICLE VI **REGISTERED AGENT AND ADDRESS**

The name and address of the registered agent are Jeffrey Hurley, 400 Health Park Boulevard, St. Augustine, Florida 32086.

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ARTICLE VII
BOARD OF DIRECTORS

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least three (3) members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Corporation's Bylaws.

ARTICLE VIII
DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations selected by the Board of Directors organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine.

ARTICLE IX
AMENDMENTS

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

ARTICLE X
INCORPORATOR

The name and street address of the incorporator are Jeffrey Hurley, 400 Health Park Boulevard, St. Augustine, Florida 32086.

ARTICLE XI
INDEMNIFICATION

Directors and officers of the Corporation shall be, and other employees, agents, attorneys and representatives of the Corporation may be, indemnified to the fullest extent permitted by Florida law, as more fully provided in the Corporation's Bylaws.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused these Second Amended and Restated Articles of Incorporation to be executed on behalf of the Corporation this 30th day of November, 2018.

Flagler Hospital, Inc.,
a Florida not-for-profit corporation

By: 

Jason Barrett,
President

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