

Division of Corporations

Florida Department of State  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FLAGLER HOSPITAL, INC.**

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**ARTICLES OF RESTATEMENT AND  
CERTIFICATE OF THIRD 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 do not contain amendments to the Articles of Incorporation requiring member approval, as the Corporation does not have any members. The Board Directors of the Corporation adopted the Restated Articles on August 24, 2023.

4. The effective date of the Restated Articles shall be on September 1, 2023 or later, the date upon which the Restated Articles are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned director of the Corporation has caused this certificate to be executed on behalf of the Corporation this 28<sup>th</sup> day of August, 2023.

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

By: \_\_\_\_\_

Todd Neville  
Chairman

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**THIRD AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLAGLER HOSPITAL, INC.  
(a Florida not for profit corporation)  
Effective Date: September 1, 2023**

**ARTICLE I**

**Name**

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

**ARTICLE II**

**Sole Member**

The Sole Member of the Corporation shall be Shands Teaching Hospital and Clinics, Inc. a Florida not for profit corporation (the "Sole Member"). Subject to the powers and authority reserved to the Board of Directors as set forth in Article VII and in the Bylaws of the Corporation, the Corporation shall be managed by or under the direction of the Sole Member. The Sole Member may delegate responsibilities and duties to such officers, boards and committees as the Bylaws of the Corporation may set forth.

**ARTICLE III**

**Existence**

The Corporation shall have perpetual existence.

**ARTICLE IV**

**Purpose**

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, as it now exists or is subsequently amended or superseded, for the following purposes:

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A. To primarily support the health affairs mission of the University of Florida Board of Trustees, including, but not limited to, providing health care services, health care education, and research for the benefit of Florida citizens in a manner consistent with Section 1004.41, Florida Statutes, as it now exists or is subsequently amended or superseded;

B. To govern and carry out the purposes of organizations, each of which is described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law (the "Code"), that acquire, own, operate and maintain hospitals in Florida that provide for the care of persons suffering from illness and/or disabilities without regard to race, creed, color, sex, religious belief or national origin, and that furthers the promotion of health;

C. To serve as part of a system of not for profit organizations operated to further charitable purposes and to make contributions and expenditures in furtherance thereof; and

D. To exercise all of the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida or the limitations in Article V of these Amended and Restated Articles of Incorporation.

The Corporation is organized exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, and carries out those objectives primarily in support of the health affairs mission of the University of Florida Board of Trustees, in a manner consistent with Section 1004.41, Florida Statutes, as it now exists or is subsequently amended or superseded. In addition, the Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes, as it now exists or is subsequently

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amended or superseded; provided, however, that the Corporation in exercising any one or more of such powers shall do so in compliance with the provisions of Article V of these Amended and Restated Articles of Incorporation.

## ARTICLE V

### Limitation on Corporation Powers

A. All of the assets and the earnings of the Corporation shall be used exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, a private party, including directors or officers of the Corporation, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

C. No substantial part of the activities of the Corporation shall involve the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. The Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE VI

### Principal Office, Registered Agent and Registered Office

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The street address of the principal office of the Corporation is 400 Health Park Boulevard, St. Augustine, Florida 32086. The registered agent and registered office of the Corporation is Thomas William Young at 3007 SW Williston Rd., Suite 1120, Gainesville, FL 32608.

## ARTICLE VII

### Board of Directors

The powers and authority of the Board of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. The Board of Directors shall carry out the delegated purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. At all times, there shall be up to seven members of the Board of Directors, and the University of Florida President or designee shall serve as the Chair. 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, all of the Corporation's assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to the University of Florida Board of Trustees to be used exclusively for public purposes. None of these assets shall be distributed to any Member, director, trustee or officer of the Corporation.

## ARTICLE IX

### Amendments

Amendments to the Articles of Incorporation may be made and adopted only with the approval of the Sole Member of the Corporation; provided that, any such amendment shall not become effective until it has been approved by the University of Florida Board of Trustees.

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## ARTICLE X

### Compliance with University of Florida Governance Standards

Notwithstanding any term herein to the contrary, these Articles of the Incorporation (as amended from time to time) will be consistent with the governance standards and other applicable rules of the University of Florida (together with its supporting entities) and the State of Florida Board of Governors (the "University Governance Standards"). including, without limitation, the right of the President and the University of Florida Board of Trustees to monitor and control the use of resources of the University of Florida.

[Signature on the following page.]

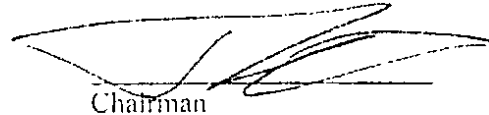
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IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused these Third Amended and Restated Articles of Incorporation to be executed on behalf of the Corporation this 28 day of August, 2023.

Todd Neville



Chairman

SECRETARY OF STATE  
TALLAHASSEE, FL

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***Execution Version*****Certificate of Acceptance of Appointment as Registered Agent**

The undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, F.S.

DocuSigned by  
1A108A1E5E10443  
Thomas William Young**FILED****2023 AUG 28 AM 8:15****SECRETARY OF STATE  
TALLAHASSEE, FL**

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