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COVER LETTER

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

SUBJECT: Flagler Hospital, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Carolyn Scott

Name (Printed or typed)

400 Health Park Boulevard

Address

St. Augustine, FL 32086

City, State & Zip

904.819.4660

Daytime Telephone number

victorine.cantrell@ufhealth.org

E-mail address: (to be used for future annual report notification)

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

Exhibit **A**

**RESTATED ARTICLES OF INCORPORATION OF
FLAGLER HOSPITAL, INC.**

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.

ARTICLE III

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Principal Office

The street address of the principal office of the Corporation is 400 Health Park Boulevard, St. Augustine, Florida 32086.

ARTICLE V

Purposes and Powers

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, for the following purposes:

(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.

(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.

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STATE OF FLORIDA
COUNTY OF ST. AUGUSTINE

Exhibit **A**

(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 VI of these 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. In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; 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 Restated Articles of Incorporation.

ARTICLE VI
Limitation on Corporate Powers

1. 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.

2. 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.

3. No substantial part of the activities of the Corporation shall be 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.

4. 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 VII
Board of Directors

The Board of Directors of the Corporation shall be as described and determined by the Bylaws.

ARTICLE VIII
Registered Office and Registered Agent

The registered office of the Corporation is located at 400 Health Park Boulevard, Attn: Legal Department, St. Augustine, Florida 32086, and the registered agent at such office is Carolyn Scott.

Exhibit **A**

whose acceptance of appointment as registered agent for the Corporation is set forth below.

ARTICLE IX
Distribution Upon Dissolution or
Liquidation

Upon the dissolution of the Corporation, the Corporation's board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to University of Florida Board of Trustees to be used exclusively for public purposes.

Any such assets not so disposed of shall be disposed of by the Circuit Court in St. Johns County, Florida, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for charitable, educational or scientific purposes, and which would then qualify as exempt from federal income taxation under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code. No director, officer or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

ARTICLE X
Amendments

These Restated Articles of Incorporation may be amended only upon approval of the University of Florida Board of Trustees.

ARTICLE XI
Adoption and Approval

The Restated Articles of Incorporation was adopted by the members and the number of votes cast for the Amendment was sufficient for approval.

ARTICLE XII
Effective Date

These Restated Articles of Incorporation shall be effective on June 4, 2025

The undersigned has executed these Restated Articles of Incorporation as of the 7th day of August, 2025

Ryan Fuller

Name: Ryan Fuller

Title: Secretary, UF Health Corporation Board

EXHIBIT B
ARTICLE III
RESTATED ARTICLES OF INCORPORATION FOR
FLAGLER HOSPITAL, INC.

	<u>Type of Action</u>	<u>Title</u>	<u>Name</u>	<u>Address</u>
1.	Add	D, C	Marsha D. Powers	400 Health Park Blvd. St. Augustine, FL 32086
2.	Change	D, VC	Stephen J. Motew	400 Health Park Blvd. St. Augustine, FL 32086
3.	Add	P, CEO	Patrick Green	400 Health Park Blvd. St. Augustine, FL 32086
4.	Add	CFO, T	Dean Cocchi	400 Health Park Blvd. St. Augustine, FL 32086
5.	Add	D, S	Ryan R. Fuller	400 Health Park Blvd. St. Augustine, FL 32086
6.	Add	D	E. Hunter Bebee	400 Health Park Blvd. St. Augustine, FL 32086
7.	Add	D	Jennifer L. Hunt	400 Health Park Blvd. St. Augustine, FL 32086
8.	Add	D	Gregory L. Lewis	400 Health Park Blvd. St. Augustine, FL 32086
9.	Add	D	David M. Mann	400 Health Park Blvd. St. Augustine, FL 32086
10.	Add	D	Todd D. Neville	400 Health Park Blvd. St. Augustine, FL 32086
11.	Add	D	Robert J. Stilley	400 Health Park Blvd. St. Augustine, FL 32086
12.	Add	D	W. Kent Fuchs	400 Health Park Blvd. St. Augustine, FL 32086
13.	Change	AS	Thomas William Young	400 Health Park Blvd. St. Augustine, FL 32086
14.	Add	AS	Carolyn H. Scott	400 Health Park Blvd.

				St. Augustine, Florida 32086
Remove				
1.	Remove	P. CEO	Kerry Watson	
2.	Remove	D. Trustee	Susan Ponder Stansel	
3.	Remove	T	Robert William Thornton	
4.	Remove	VC	Dr. Timothy Morey	
5.	Remove	D	Ray Matuza	
6.	Remove	C	Chris Kamienski	

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, Flagler Hospital, Inc., organized under the laws of the State of Florida, submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Corporation is Flagler Hospital, Inc.
2. The name and the Florida street address of the registered agent and office are Carolyn H. Scott and Anderson Gibbs Building, 301 Health Park Boulevard, Suite 106, St. Augustine, Florida 32086.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, CAROLYN SCOTT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. CAROLYN H. SCOTT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HER DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HER POSITION AS REGISTERED AGENT AS PROVIDED FOR IN CHAPTER 605, F.S.

SEAL Carolyn H. Scott
Carolyn H. Scott

DATE: 8/8/2025

2025 AUG 19 AM 9:14
STATE
OFFICE, FL

2025 AUG 19