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BOCA GRANDE HEALTH CLINIC, INC.

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Amend
Restated

MAR 15 2022
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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF BOCA GRANDE HEALTH CLINIC, INC.
(A Corporation Not For Profit)**

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2022 MAR 10 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Boca Grande Health Clinic, Inc., a Florida not for profit corporation, hereby certifies pursuant to Sections 617.1006 and 617.1007, Florida Statutes, that:

1. The name of the Corporation is Boca Grande Health Clinic, Inc.
2. These Second Amended and Restated Articles of Incorporation do not require member approval and were duly adopted by the Corporation's Board of Directors at a meeting held on February 17, 2022
3. These Second Amended and Restated Articles of Incorporation supersede the original and restated articles of incorporation and all amendments to them; and
4. The text of the Corporation's Articles of Incorporation, as heretofore amended, is hereby restated with the amendments set forth below, effective as of February 17, 2022 and subject to the filing of this instrument with the Secretary of State of the State of Florida, to read as follows:

**ARTICLE I
Name**

The name of this corporation not-for-profit shall be BOCA GRANDE HEALTH CLINIC, INC., and shall be located in Boca Grande, Lee County, Florida.

**ARTICLE II
Principal Office and Mailing Address**

The principal office of this Corporation is located at 320 Park Avenue, Boca Grande, Florida, 33921. The mailing address of this Corporation is P.O. Box 517, Boca Grande, Florida, 33921.

**ARTICLE III
Registered Office and Agent**

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The name of the registered agent on whom process can be served is Todd A. Jennings, Esq. and the address of the registered office is 625 Court Street, Suite 200, Clearwater, Florida 33756.

ARTICLE IV
Purposes of Corporation

The purposes of the corporation shall be:

(a) To establish, maintain, conduct and operate a general clinic for the health of patients, the prevention of illness, and the treatment of the sick and injured on Gasparilla Island, and in connection therewith to operate laboratories, dispensaries, and therapeutic devices of every kind and nature, and to carry on such educational, philanthropic, research and scientific activities as may be connected with or incident to health, illness prevention, or the treatment or cure of the sick or injured.

(b) To provide the benefits and facilities of diagnostic and treatment services to communities in the general service area as that term may be defined by the Board of Directors of the Corporation.

(c) To own or acquire property, real, personal, and mixed, either by gift or purchase for the use and benefit of the Corporation in the furtherance of its purposes and to build, construct, equip and maintain such buildings, structures and facilities as may from time to time be necessary or advisable and required for a complete and modern institution for the care of such patients as may be admitted by the management to any clinic, hospital or institution so operated.

(d) To acquire the properties, assets, rights, and goodwill of any other clinic(s) or hospital(s) and to undertake the operation and maintenance thereof.

(e) To do everything necessary and proper for the accomplishment of any of the purposes or the attainment of the objects enumerated in these Articles of Incorporation or any

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amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objects of the Corporation; and

(f) To engage in any lawful act or activity for which a corporation not for profit may be organized under the laws of the State of Florida.

The paragraphs of this Article IV shall be construed as both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE V Membership

The Corporation shall have no members.

ARTICLE VI Duration

The Corporation shall have perpetual existence.

ARTICLE VII Not for Profit Status

The Corporation is organized not for profit, and no part of the income of the Corporation shall ever be distributed to any trustee, director or officer or any private individual; provided, however, reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the

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Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended: (ii) by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as may be hereafter amended: or (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE VIII Powers

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 Of the Florida Statutes, or by any other law of Florida, together with all powers necessary or Convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation and the Corporation's Bylaws: provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE IX Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number, term, and method of election of the Directors shall be as stated in the Corporation's Bylaws.

ARTICLE X Officers and Agents

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The officers of the corporation and their qualifications and terms of appointment and service shall be as stated in the Corporation's Bylaws. The Board of Directors shall appoint or employ such agents, officers, servants, employees or other personnel as may be deemed advisable by the Board of Directors.

ARTICLE XI
Indemnification

(a) To the fullest extent permitted by Section ~~617.0834~~, Florida Statutes, and the Florida Not For Profit Corporation Act, as the same exist or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this paragraph (a) of Article XI shall not have any effect on the liability or alleged liability of any director of this corporation for any act or omission of such director occurring prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b) The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by the Florida Not For Profit Corporation Act, as the same exists or may hereafter be amended, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred in this paragraph (b) of Article XI shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of

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the Corporation who are not directors or officers similar to those conferred in this paragraph (b) of Article XI to directors and officers of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this paragraph (b) of Article XI shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation, the Bylaws, any statute, agreement, vote of uninterested directors, or otherwise.

Any repeal or modification of this paragraph (b) of Article XI shall not adversely affect any rights to indemnification and advancement of expenses of a director or officer of the Corporation existing pursuant to this paragraph (b) of Article XI with respect to any acts or omissions occurring prior to such repeal or modification.

(c) The Corporation may acquire and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against any expense, liability or loss under the Florida Not For Profit Corporation Act. The Corporation may also obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate for the protection of any or all such persons.

ARTICLE XII Dissolution

On the dissolution of this Corporation, the Board of Directors shall dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation or to one or more other

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domestic or foreign corporations, trusts, societies, or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law, after paying and discharging or making provisions for the payment and discharge of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for charitable, educational, religious or scientific purposes.

ARTICLE XIII AMENDMENTS OF ARTICLES: BYLAWS

Amendment of these Articles of Incorporation and Bylaws of the Corporation shall be proposed, adopted, amended or repealed by the Board of Directors upon a vote of a majority of the Directors; provided, however, that five (5) days' notice in writing shall have been delivered to each Director in the manner provided in the Corporation's Bylaws before any vote may be taken, such notice to specify the nature of the proposed change(s), or action(s) to be taken.

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IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation this 24th day of February, 2022.

In the Presence of:

Alexia Therby
Marek J. Jurek

U. Van Lokeren
Chair of the Board
[Signature]
Secretary

STATE OF FLORIDA
COUNTY OF Lee

BEFORE ME, an officer duly authorized to take acknowledgments in the State and County set forth above, personally appeared Mary Ann Van Lokeren and Jon Beecher, who executed the foregoing Second Amended and Restated Articles of Incorporation as Chair and Secretary of BOCA GRANDE HEALTH CLINIC, INC., and they acknowledge before me that they executed these Second Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of February, 2022.

Christine M. Malasica
Notary Public
Print Name: Christine M. Malasica
My Commission Expires: April 1, 2024



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for **BOCA GRANDE HEALTH CLINIC, INC.**, at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



TODD A. JENNINGS, ESQ.

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