

722335

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

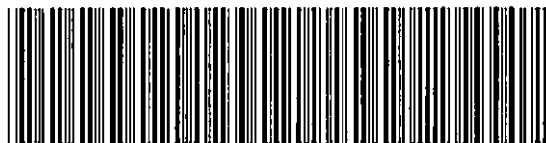
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000452845100

06/24/25--01001--024 **105.00

S. CHATHAM

JUN 25 2025

FILED
JUN 25 2025
CLERK OF SUPERIOR COURT

2025 JUN 24 PM 6:21

FILED

Algerman LLP
Requester's Name

Address

850-577-6702
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Planned Parenthood of South Florida
1. and the Treasure Coast, Inc. 722335
(Corporation Name) (Document #)
- Planned Parenthood of
2. Southwest and Central Florida Inc 710922
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- 2nd ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- 1st ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Planned Parenthood of South Florida and the Treasure Coast, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Tom Range

(Contact Person)

Akerman LLP

(Firm/Company)

201 E. Park Ave., Ste 300

(Address)

Tallahassee, FL 32301

(City/State and Zip Code)

For further information concerning this matter, please call:

Tom Range

(Name of Contact Person)

At (850-) 577-6702

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF MERGER
OF
PLANNED PARENTHOOD OF
SOUTHWEST AND CENTRAL FLORIDA, INC.

FILED
2025 JUN 24 PM 6:21
PLANNED PARENTHOOD OF
SOUTHWEST AND CENTRAL FLORIDA, INC.

710922

WITH AND INTO

PLANNED PARENTHOOD OF
SOUTH FLORIDA AND THE TREASURE COAST, INC. 722335

Pursuant to the provisions of Chapter 617, Florida Statutes (the "Act"), PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC., a Florida not for profit corporation (the "Merging Corporation") and PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST, INC., a Florida not for profit corporation (the "Surviving Corporation"), desiring to effect a merger of the Merging Corporation with and into the Surviving Corporation, hereby set forth the following facts:

ARTICLE I
Surviving Corporation

Section 1. The name of the corporation surviving the merger is PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST, INC. Following the merger, the name of the Surviving Corporation will be PLANNED PARENTHOOD OF FLORIDA, INC.

Section 2. The Surviving Corporation is a Florida not for profit corporation existing pursuant to the provisions of the Act, incorporated on December 27, 1971, Document Number 722335.

ARTICLE II
Merging Corporation

Section 1. The name of the corporation merging into the Surviving Corporation is PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC.

Section 2. The Merging Corporation is also a Florida not for profit corporation existing pursuant to the provisions of the Act, incorporated on May 24, 1966, Document Number 710922.

ARTICLE III
Plan of Merger

The Agreement and Plan of Merger of the Merging Corporation into the Surviving Corporation (the "Agreement"), containing such information as required by § 617.1101, Florida Statutes, is set forth as Exhibit A attached hereto and made a part hereof.

ARTICLE IV **Effective Date**

Pursuant to § 617.1105, Florida Statutes, the merger shall become effective as of July 1, 2025 (the “**Effective Date**”).

ARTICLE V **Manner of Adoption and Vote**

Section 1. Action by Surviving Corporation. The Agreement was approved by the members of the Board of Directors of the Surviving Corporation voting at a meeting duly called and held on February 18, 2025 (the “**Surviving Board Approval Date**”) for that purpose at which a quorum of such Board was present. Approval of the Agreement by members is not necessary because the Surviving Corporation has no members. The number of votes cast for the merger was sufficient for approval. On the Surviving Board Approval Date, there were 16 Directors in office, and the vote was unanimous.

Section 2. Action by Merging Corporation. The Agreement was approved by the members of the Board of Directors of the Merging Corporation voting at a meeting duly called and held on February 18, 2025 (the “**Merging Board Approval Date**”) for that purpose at which a quorum of such Board was present. Approval of the Agreement by members is not necessary because the Merging Corporation has no members. The number of votes cast for the merger was sufficient for approval. On the Merging Board Approval Date, there were 15 Directors in office, and the vote was unanimous.

ARTICLE VI **Articles and Bylaws**

The Amended and Restated Articles of Incorporation of the Surviving Corporation attached hereto as Exhibit B shall become the Articles of Incorporation of the Surviving Corporation as of the Effective Date, and shall remain in force and effect until changed, altered or amended as therein provided and in the manner proscribed by the provisions of the Act. The Amended and Restated Bylaws of the Surviving Corporation shall become the Bylaws of the Surviving Corporation as of the Effective Date, and shall remain in force and effect until changed, altered or amended as therein provided and in the manner proscribed by the provisions of the Act.

FILED
2025 JUN 24 PM 6:21
CLERK OF DISTRICT COURT
JULIA HASSLER, FL

IN WITNESS WHEREOF, each of the undersigned Surviving Corporation and Merging Corporation has caused these Articles of Merger to be signed by a duly authorized current officer acting for and on behalf of such corporation.

SURVIVING CORPORATION:

PLANNED PARENTHOOD OF SOUTH
FLORIDA AND THE TREASURE COAST,
INC.,
a Florida not for profit corporation

By: *Elaine Black*
Name: Elaine Black
Its: Board Chair

Date: *June 12, 2025*

MERGING CORPORATION:

PLANNED PARENTHOOD OF
SOUTHWEST AND CENTRAL FLORIDA,
INC.,
a Florida not for profit corporation

By: *Kate Lannamann*
Name: Kate Lannamann
Its: Board Chair

Date: *June 18, 2025*

FILED
2025 JUN 24 PM 6:21
CLERK OF CIRCUIT COURT
JACKSONVILLE, FL

FILED
JUN 24 PM 6:21
RECEIVED
TALLAHASSEE, FL

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is made this 18th day of February, 2025 but effective as of the Effective Date, defined below, by and between PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC., a Florida not for profit corporation (the "**Merging Corporation**"), and PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST, INC., a Florida not for profit corporation (the "**Surviving Corporation**"). The Merging Corporation and Surviving Corporation may be referred to collectively herein as the "**Corporations**".

RECITALS

WHEREAS, the Merging Corporation is a not for profit corporation duly organized and validly existing under the laws of the State of Florida, having been incorporated on May 24, 1966;

WHEREAS, the Surviving Corporation is a not for profit corporation duly organized and validly existing under the laws of the State of Florida, having been incorporated on July 28, 1971;

WHEREAS, each of the Corporations is recognized as tax-exempt under Federal Law, especially Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), is a non-stock corporation and is recognized as a public charity under the Code;

WHEREAS, each of the Corporations is an Affiliate of Planned Parenthood Federation of America, Inc. ("**PPFA**"), as further described in the Bylaws of PPFA, and PPFA has authorized the Merger (as defined below) and this Agreement;

WHEREAS, this Merger is intended to integrate the Corporations for the benefit of, and increase in the quality of health care for the best interests of, patients seeking reproductive health services in Florida;

WHEREAS, each of the Corporations are licensed by the Florida Agency for Health Care Administration ("**AHCA**"), each of the Corporations have multiple licenses issued by AHCA, the transfer of some of which will require approval by AHCA prior to the Effective Date, and each of the Corporations desire to comply with Florida law, including, but not limited to Chapter 408, Florida Statutes;

WHEREAS, the Merging Corporation does not currently have registered any fictitious names;

WHEREAS, the Surviving Corporation currently has the following registered fictitious names, each of which will continue to be registered to the Surviving Corporation under the name described in Article I, Section 2 herein: (a) PLANNED PARENTHOOD OF MARTIN COUNTY, (b) PLANNED PARENTHOOD OF INDIAN RIVER COUNTY, (c) PLANNED PARENTHOOD OF SOUTH, EAST AND NORTH FLORIDA, (d) PLANNED PARENTHOOD OF GAINESVILLE, (e) PLANNED PARENTHOOD OF TALLAHASSEE, and (f) PLANNED PARENTHOOD OF JACKSONVILLE; and

WHEREAS, the respective Boards of Directors of the Corporations have determined that it is in the best interests of their respective Corporations that the Merging Corporation be merged

with and into the Surviving Corporation (the “**Merger**”), and have approved the Merger on the terms and conditions set forth in this Agreement in accordance with the applicable provisions of the laws of the State of Florida that permit the Merger.

NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements, covenants and conditions set forth in this Agreement, and for the purpose of setting forth the terms, conditions and method of effecting the Merger, the Corporations hereby agree as follows:

ARTICLE I
The Merger and Its Effects

Section 1. Corporations. The name, state of incorporation and document number for each Corporation are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Document Number</u>
PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC.	Florida	710922
PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST, INC.	Florida	722335

Section 2. The Merger. The Corporations shall be merged into a single corporation in accordance with the applicable provisions of the laws of the State of Florida, by merging the Merging Corporation with and into the Surviving Corporation, which shall survive the Merger, pursuant to Chapter 617, Florida Statutes (the “**Act**”). Following the Merger, the Surviving Corporation shall continue to be a Florida not for profit corporation, and the name of the Surviving Corporation shall be PLANNED PARENTHOOD OF FLORIDA, INC.

Section 3. Effective Date. Pursuant to § 617.1101, Florida Statutes, the Merger shall become effective as of July 1, 2025 (the “**Effective Date**”).

Section 4. Effects of the Merger. Pursuant to § 617.1101, Florida Statutes, and as of the Effective Date:

(a) The Articles of Incorporation of the Surviving Corporation shall be those Amended and Restated Articles of Incorporation attached hereto as Exhibit I, effective as of the Effective Date hereof, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) The Bylaws of the Surviving Corporation shall be those Amended and Restated Bylaws effective as of the Effective Date hereof, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(c) The separate existence of the Merging Corporation shall cease except to the extent provided by § 617.1106, Florida Statutes.

(d) The Surviving Corporation shall, without further transfer, succeed to and thereafter possess and enjoy all of the public and private rights, privileges, immunities, powers and franchises, and be subject to all of the public and private restrictions, liabilities and duties, of each of the Corporations. All property (real, personal and mixed) of, all debts (on whatever account) due to, and all things in action and each and every other interest of or belonging or due to, each of the Corporations shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act, deed or other instrument. The title to any real estate or any interest therein, vested by deed or otherwise in either of the Corporations, shall not revert or be in any way impaired by reason of the Merger.

(e) All rights of creditors and all liens (if any) upon the property of either of the Corporations shall be preserved unimpaired by the Merger and all debts, liabilities, obligations and duties (collectively, the "**Obligations**") of either of the Corporations shall become the responsibility and liability of the Surviving Corporation and may be enforced against it to the same extent as if such Obligations had been incurred or contracted by it, as set forth in § 617.1106(3), Florida Statutes.

(f) All corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, the "**Corporate Acts**") of the Merging Corporation, its Board of Directors, officers, employees and agents that were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the Corporate Acts of the Surviving Corporation and shall be as effective and binding upon it on the Effective Date as they were upon the Merging Corporation prior to the Effective Date.

(g) Except as the Parties have otherwise expressly agreed, the employees of the Corporations immediately prior to the Effective Date shall become and continue to be employees of the Surviving Corporation, and such employees of Merging Corporation shall be treated by Surviving Corporation for all permissible purposes as if they had been employees of the Surviving Corporation for the entirety of their employment.

(h) All funds held by the Corporations immediately prior to the Effective Date will continue to be used by the Surviving Corporation in conformity with the express intent of the donors of such funds after the Effective Date, provided that such an intent has been specified.

Section 5. Approval. This Agreement shall be approved by the Corporations in the manner provided by § 617.1103, Florida Statutes, and in accordance with the respective Articles of Incorporation and Bylaws of the Corporations.

Section 6. Accounting Matters. On the Effective Date:

(a) The respective assets of the Corporations shall be continued on the books of the Surviving Corporation in the amounts at which such assets were carried on their respective books immediately before the Effective Date.

(b) The respective liabilities and reserves of the Corporations (except for retained earnings) shall be continued on the books of the Surviving Corporation in the amounts at which such liabilities and reserves were carried on their respective books immediately before the Effective Date.

FILED
2025 JUL 24 PM 6:21
CLERK OF DISTRICT COURT
JUL 24 2025
CLERK OF DISTRICT COURT

(c) The retained earnings of the Merging Corporation shall be continued on the books of the Surviving Corporation as retained earnings in the amount at which such retained earnings were carried on the books of the Merging Corporation immediately before the Effective Date.

Section 7. State Filings. After approval by the respective Boards of Directors of the Corporations, the Articles of Merger will be filed, as required by § 617.1105, Florida Statutes.

Section 8. Amendment or Abandonment. As provided by § 617.1103(2), Florida Statutes, at any time prior to filing the Articles of Merger, the respective Boards of Directors of the Corporations are authorized to amend this Agreement as permitted by law or to abandon this Agreement.

ARTICLE II

Directors and Officers

Section 1. Directors. Effective as of the Effective Date, the Board of Directors of the Surviving Corporation shall be the persons named below for the terms set forth below, at which time their successor shall have been elected and shall qualify. Thereafter, Directors shall be elected in accordance with the Bylaws.

TITLE	NAME (Last, First)	YEARS IN TERM
Chair	Seidensticker, Ellen	Two
Vice Chair	Voorhees Davis, Dolly	Three
Secretary	Lehman, Jody	Two
Treasurer	Schmitt, Karen	Three
Immediate Past Chair	Black, Elaine	Two
Immediate Past Chair	Lannamann, Kate	One
Director	Barry, Archer	One
Director	Brackett, Terry	One
Director	Curtis, Christine	One
Director	Fisher, Tony	One
Director	Porter, Jack	One
Director	Untiedt, Whitney	One
Director	Yenari, Jon	One
Director	Baggett, Lori	Two
Director	Caruso, Cole	Two
Director	Goldman, Diane	Two
Director	Letterman, Gretchen	Two
Director	Leslie, Dorla	Two
Director	McKune, Sarah	Two
Director	Natilson, Nancy	Two
Director	Fleming, Linda L.	Three
Director	Frank, Debra	Three
Director	Glasser, Ted	Three
Director	Green, LaVerne	Three
Director	Kressner, Scott	Three

2025 JUN 24 PM 6:21

FILED

TITLE	NAME <i>(Last, First)</i>	YEARS IN TERM
Director	Miller, Caroline	Three
Director	Perlman, Leah	Three
Director	Rees, Dennis	Three

Section 2. Officers. Effective as of the Effective Date, the officers of the Surviving Corporation shall be the persons named below. Officers, including officers of the Board of Directors, shall be elected or removed according to the Bylaws and applicable Florida law.

TITLE	NAME <i>(Last, First)</i>
Chair	Seidensticker, Ellen
Vice Chair	Voorhees Davis, Dolly
Secretary	Lehman, Jody
Treasurer	Schmitt, Karen
Immediate Past Chair	Black, Elaine
Immediate Past Chair	Lannamann, Kate

ARTICLE III **Membership**

As of the Effective Date, neither of the Corporations has any members within the meaning of the Act. Any membership interests in the Merging Corporation that are not within the meaning of the Act shall be automatically terminated as of the Effective Date.

ARTICLE IV **Covenants of the Merging Corporation**

The Merging Corporation covenants and agrees that it will not further amend its Articles of Incorporation or Bylaws prior to the Effective Date.

ARTICLE V **Covenants of the Surviving Corporation**

The Surviving Corporation covenants and agrees that it will not further amend its Articles of Incorporation or Bylaws prior to the Effective Date.

ARTICLE VI **Further Assurances**

Assuming all of the Closing Contingencies set forth in Section 7 of the Term Sheet, which has an effective date of December 12, 2024, have been met or waived by each of the Corporations, the Corporations agree that the Merger shall be effective as of the Effective Date and further agree to undertake to execute and deliver such further forms or documents as are necessary or advisable in order to consummate, finalize, memorialize and report the Merger, including forms for filing with the applicable governmental authorities. If, at any time after the Effective Date, the Surviving

FILED
2025 JUN 24 PM 6:21
CLERK OF DISTRICT COURT
JULIA H. SEITZ, CLERK

Corporation shall determine that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Merging Corporation, the last acting officers and Directors of the Merging Corporation, or the corresponding officers and Directors of the Surviving Corporation, shall and will execute and make all such proper assignments or assurances and all things necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

FILED
2025 JUN 24 PM 6:21
TALLAHASSEE, FL

IN WITNESS WHEREOF, each of the undersigned Surviving Corporation and Merging Corporation has caused this Agreement and Plan of Merger to be signed by a duly authorized current officer acting for and on behalf of such corporation.

SURVIVING CORPORATION:

PLANNED PARENTHOOD OF SOUTH
FLORIDA AND THE TREASURE COAST,
INC.,
a Florida not for profit corporation

By: *Elaine Black*

Name: Elaine Black

Its: Board Chair

Date: *June 12, 2025*

MERGING CORPORATION:

PLANNED PARENTHOOD OF
SOUTHWEST AND CENTRAL FLORIDA,
INC.,
a Florida not for profit corporation

By: *Kate Lannamann*

Name: Kate Lannamann

Its: Board Chair

Date: *June 18, 2025*

FILED
2025 JUN 24 PM 6:21
TALLAHASSEE, FL

Exhibit I

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION (2025)**

OF

**PLANNED PARENTHOOD OF
SOUTH FLORIDA AND THE TREASURE COAST, INC.**

PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST, INC. is a Florida not for profit corporation under the provisions of Chapter 617, Corporations Not for Profit, of Title 36 of the Florida Statutes, as amended. These Amended and Restated Articles of Incorporation (these “**Articles**”) shall supersede the original articles of incorporation and all amendments thereto.

ARTICLE I

Name

As of the Effective Date, the name of the corporation shall be amended as follows: Planned Parenthood of Florida, Inc. (hereinafter, Planned Parenthood of Florida, Inc. shall be referred to as the “**Corporation**”).

ARTICLE II

Principal Office

The street and mailing address of the principal office of the Corporation shall be: 2300 North Florida Mango Road, West Palm Beach, Florida 33409.

ARTICLE III

Powers

The Corporation shall have the powers conferred upon corporations by Chapter 617 of Title 36 of the Florida Statutes, as amended, and, therefore, the Corporation shall have the power to transact any business not prohibited by law or required to be stated herein; provided, however, that, notwithstanding the foregoing, the Corporation shall not, under any circumstances, execute any power or transact any business which could be in conflict with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”); provided further, however, that the Corporation’s operations may be restricted as provided herein and in the Bylaws.

ARTICLE IV

Purposes

The Corporation is organized to foster and support charitable, educational and scientific purposes within the meaning of Section 501(c) of the Code (or any corresponding provision of the Code as from time to time may be enacted). The purpose of the Corporation shall be to provide comprehensive sexual and reproductive healthcare through the provision of clinical services, education and advocacy, and to engage in other activities that are related to these purposes. The general nature of the objects and purposes of the Corporation shall be to promote family planning as an essential element of responsible parenthood, provide medically reliable family planning and reproductive health services, and engage in other activities that are related to these purposes.

ARTICLE V
Tax-Exempt Operations

The Corporation shall have and may exercise all powers and authorities now or hereinafter conferred upon not for profit corporations under the laws of the State of Florida, as amended. However, no part of its income or profit shall inure to the benefit of any incorporator, Director, officer, employee or agent of the Corporation or any other private individual; provided, however, that reasonable compensation may be paid for services rendered to, for or on behalf of the Corporation effecting one or more of the Corporation's purposes. No incorporator, Director, officer, employee or agent or other private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution. Furthermore, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code, or similar statutes, for organizations exempt from federal income taxes pursuant to Section 501(c)(3) of the Code or similar statutes), and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of any candidates for public office. Furthermore, the Corporation shall not engage in activities which characterize it as an "action" organization, as defined in Treas. Reg. §1.501(c)(3)-1(c)(3). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI
Members

The Corporation shall have no members.

ARTICLE VII
Directors

The governance and operations of the Corporation will be supervised by a Board of Directors, as further provided in the Bylaws of the Corporation; provided, however, that these Articles or the Bylaws may restrict all or any number of activities of the Corporation so that such activities cannot, without the approval of a majority or supermajority, as the case may be, of the Directors, be undertaken. Future Directors will be elected to the Board by the sitting Board of Directors, by a supermajority vote as provided in the Bylaws.

The current Board of Directors responsible for the governance and operation of the Corporation consists of the following individuals, each of whom is authorized to act as a Director of the Corporation:

TITLE	NAME <i>(Last, First)</i>	YEARS IN TERM
Chair	Seidensticker, Ellen	Two
Vice Chair	Voorhees Davis, Dolly	Three
Secretary	Lehman, Jody	Two
Treasurer	Schmitt, Karen	Three
Immediate Past Chair	Black, Elaine	Two

TITLE	NAME (Last, First)	YEARS IN TERM
Immediate Past Chair	Lannamann, Kate	One
Director	Barry, Archer	One
Director	Brackett, Terry	One
Director	Curtis, Christine	One
Director	Fisher, Tony	One
Director	Porter, Jack	One
Director	Untiedt, Whitney	One
Director	Yenari, Jon	One
Director	Baggett, Lori	Two
Director	Caruso, Cole	Two
Director	Goldman, Diane	Two
Director	Letterman, Gretchen	Two
Director	Leslie, Dorla	Two
Director	McKune, Sarah	Two
Director	Natilson, Nancy	Two
Director	Fleming, Linda L.	Three
Director	Frank, Debra	Three
Director	Glasser, Ted	Three
Director	Green, LaVerne	Three
Director	Kressner, Scott	Three
Director	Miller, Caroline	Three
Director	Perlman, Leah	Three
Director	Rees, Dennis	Three

ARTICLE VIII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, convey, for public purposes consistent with the purposes of the Corporation, any remaining assets of the Corporation to a 501(c)(3) body or bodies with substantially similar objectives, or as required by all applicable laws and regulations including Florida law and the Code. This restriction is intended to comply with all applicable dissolution requirements under the Code and, for so long as the Corporation is affiliated with Planned Parenthood Federation of America, Inc. ("PPFA"), all dissolution requirements of PPFA for so long as such requirements are consistent with Florida law and the Code. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, in such manner, or to such organization or organizations qualifying under Section 501(c)(3) of the Code or to the State of Florida, a political subdivision thereof or any agency of either, as said court shall determine.

ARTICLE IX

Liability and Indemnification

Section 1. To the fullest extent that Chapter 617 of Title 36 of the Florida Statutes, as it exists on the date hereof or as it may hereafter be amended, permits, the limitation or elimination of the liability of directors, officers, or volunteer agents of a not for profit corporation, a Director,

officer or committee member of the Corporation shall not be liable to the Corporation for monetary damages.

Section 2. To the fullest extent permitted and in the manner prescribed by Chapter 617 of Title 36 of the Florida Statutes and any other applicable law, regulation or judicial interpretation, the Corporation shall indemnify against expenses, judgments, fines and amounts (including, if applicable, the advancement of costs and expenses inclusive, without limitation, of attorneys' and paraprofessionals' fees and costs, whether or not litigation is commenced and, if so commenced, through all trial and appellate procedures) a Director, officer or committee member of the Corporation, employee or agent who is, was or may be a party to any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that (a) they are or were a Director, officer or committee member of the Corporation, employee or agent or (b) are or were serving at the request of the Corporation as a Director, officer or committee member, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, (I) if they did not breach or fail to perform their duties as a Director, officer or committee member of the Corporation, employee or agent, or (II) if they did so breach or fail, such breach or failure (a) did not result in an improper personal benefit, either directly or indirectly; (b) they acted in good faith and in a manner they reasonably believed to be in the best interest of the Corporation; (c) the liability provisions of § 607.0834, Florida Statutes, are not applicable; (d) they did not act recklessly or in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property; and (e) with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in the best interest of the Corporation; nor, with respect to any criminal action or proceeding, that they shall have had reasonable cause to believe that their conduct was unlawful. The foregoing right of indemnification shall not preclude any indemnification to which such Director, officer or committee member may be entitled by law or by virtue of any agreement. All rights of indemnification shall inure to the benefits of the heirs, personal representatives and estates of the person(s) involved.

Section 3. Notwithstanding anything else contained herein to the contrary, the Corporation may not indemnify a Director, officer or committee member, employee or agent (a) in connection with any action in which the Director, officer or committee member, employee or agent was adjudged liable to the Corporation, or (b) in connection with any other proceeding charging improper personal benefit to the Director, officer or committee member, employee or agent whether or not involving an action in the Director's, officer's or committee member's, agent's or employee's official capacity, in which proceeding the Director, officer or committee member, employee or agent is adjudged liable on the basis that personal benefit was improperly received by the Director, officer or committee member, employee or agent.

ARTICLE X

Bylaws

The Bylaws of the Corporation may be altered, amended or repealed and new or other Bylaws may be made and adopted by supermajority of the Board of Directors, as further provided in the Bylaws.

ARTICLE XI
Amendment of Articles of Incorporation

The power to alter, amend or repeal these Articles shall be vested only in the Board of Directors of the Corporation, and no changes or amendments to these Articles shall have any force and effect unless and until approved by a supermajority of the Board of Directors, as further provided in the Bylaws; provided, however, that these Articles may be amended, in whole or in part, at any time by any unanimous action of the Board of Directors.

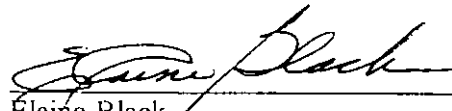
ARTICLE XII
Certification

These Amended and Restated Articles of Incorporation, containing amendments to the Articles of Incorporation, have been adopted by the Board of Directors of the Corporation, effective as of July 1, 2025 (the “Effective Date”). The number of votes cast for these amendments was sufficient for approval by the Board of Directors. No members are entitled to vote on proposed amendments to the Articles of Incorporation of the Corporation because the Corporation has no members. This certification is made in accordance with §§ 617.1006 and 617.1007, Florida Statutes.

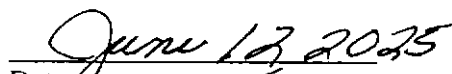
ARTICLE XIII
Registered Agent and Registered Office

The street address of the Corporation’s registered office is 2300 North Florida Mango Road, West Palm Beach, Florida 33409. The name of the Corporation’s registered agent is Alexandra V. Mandado.

I, Elaine Black, submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony, as provided for in § 817.155, Florida Statutes.



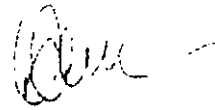
Elaine Black
Chair of the Board of Directors
Planned Parenthood of South Florida
and the Treasure Coast, Inc.



Date

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to § 617.0501, Florida Statutes, and having been named as registered agent with the authority to accept service of process on behalf of Planned Parenthood of Florida, Inc. at the place designated in the Amended and Restated Articles of Incorporation, 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.



Alexandra V. Mandado, President

Exhibit B

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION (2025)**

OF

**PLANNED PARENTHOOD OF
SOUTH FLORIDA AND THE TREASURE COAST, INC.**

PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST, INC. is a Florida not for profit corporation under the provisions of Chapter 617, Corporations Not for Profit, of Title 36 of the Florida Statutes, as amended. These Amended and Restated Articles of Incorporation (these “Articles”) shall supersede the original articles of incorporation and all amendments thereto.

ARTICLE I

Name

As of the Effective Date, the name of the corporation shall be amended as follows: Planned Parenthood of Florida, Inc. (hereinafter, Planned Parenthood of Florida, Inc. shall be referred to as the “Corporation”).

ARTICLE II

Principal Office

The street and mailing address of the principal office of the Corporation shall be: 2300 North Florida Mango Road, West Palm Beach, Florida 33409.

ARTICLE III

Powers

The Corporation shall have the powers conferred upon corporations by Chapter 617 of Title 36 of the Florida Statutes, as amended, and, therefore, the Corporation shall have the power to transact any business not prohibited by law or required to be stated herein; provided, however, that, notwithstanding the foregoing, the Corporation shall not, under any circumstances, execute any power or transact any business which could be in conflict with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”); provided further, however, that the Corporation’s operations may be restricted as provided herein and in the Bylaws.

ARTICLE IV

Purposes

The Corporation is organized to foster and support charitable, educational and scientific purposes within the meaning of Section 501(c) of the Code (or any corresponding provision of the Code as from time to time may be enacted). The purpose of the Corporation shall be to provide comprehensive sexual and reproductive healthcare through the provision of clinical services, education and advocacy, and to engage in other activities that are related to these purposes. The general nature of the objects and purposes of the Corporation shall be to promote family planning as an essential element of responsible parenthood, provide medically reliable family planning and reproductive health services, and engage in other activities that are related to these purposes.

ARTICLE V
Tax-Exempt Operations

The Corporation shall have and may exercise all powers and authorities now or hereinafter conferred upon not for profit corporations under the laws of the State of Florida, as amended. However, no part of its income or profit shall inure to the benefit of any incorporator, Director, officer, employee or agent of the Corporation or any other private individual; provided, however, that reasonable compensation may be paid for services rendered to, for or on behalf of the Corporation effecting one or more of the Corporation's purposes. No incorporator, Director, officer, employee or agent or other private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution. Furthermore, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code, or similar statutes, for organizations exempt from federal income taxes pursuant to Section 501(c)(3) of the Code or similar statutes), and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of any candidates for public office. Furthermore, the Corporation shall not engage in activities which characterize it as an "action" organization, as defined in Treas. Reg. §1.501(c)(3)-1(c)(3). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI
Members

The Corporation shall have no members.

ARTICLE VII
Directors

The governance and operations of the Corporation will be supervised by a Board of Directors, as further provided in the Bylaws of the Corporation; provided, however, that these Articles or the Bylaws may restrict all or any number of activities of the Corporation so that such activities cannot, without the approval of a majority or supermajority, as the case may be, of the Directors, be undertaken. Future Directors will be elected to the Board by the sitting Board of Directors, by a supermajority vote as provided in the Bylaws.

The current Board of Directors responsible for the governance and operation of the Corporation consists of the following individuals, each of whom is authorized to act as a Director of the Corporation:

TITLE	NAME <i>(Last, First)</i>	YEARS IN TERM
Chair	Seidensticker, Ellen	Two
Vice Chair	Voorhees Davis, Dolly	Three
Secretary	Lehman, Jody	Two
Treasurer	Schmitt, Karen	Three
Immediate Past Chair	Black, Elaine	Two

TITLE	NAME <i>(Last, First)</i>	YEARS IN TERM
Immediate Past Chair	Lannamann, Kate	One
Director	Barry, Archer	One
Director	Brackett, Terry	One
Director	Curtis, Christine	One
Director	Fisher, Tony	One
Director	Porter, Jack	One
Director	Untiedt, Whitney	One
Director	Yenari, Jon	One
Director	Baggett, Lori	Two
Director	Caruso, Cole	Two
Director	Goldman, Diane	Two
Director	Letterman, Gretchen	Two
Director	Leslie, Dorla	Two
Director	McKune, Sarah	Two
Director	Natilson, Nancy	Two
Director	Fleming, Linda L.	Three
Director	Frank, Debra	Three
Director	Glasser, Ted	Three
Director	Green, LaVerne	Three
Director	Kressner, Scott	Three
Director	Miller, Caroline	Three
Director	Perlman, Leah	Three
Director	Rees, Dennis	Three

ARTICLE VIII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, convey, for public purposes consistent with the purposes of the Corporation, any remaining assets of the Corporation to a 501(c)(3) body or bodies with substantially similar objectives, or as required by all applicable laws and regulations including Florida law and the Code. This restriction is intended to comply with all applicable dissolution requirements under the Code and, for so long as the Corporation is affiliated with Planned Parenthood Federation of America, Inc. ("PPFA"), all dissolution requirements of PPFA for so long as such requirements are consistent with Florida law and the Code. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, in such manner, or to such organization or organizations qualifying under Section 501(c)(3) of the Code or to the State of Florida, a political subdivision thereof or any agency of either, as said court shall determine.

ARTICLE IX

Liability and Indemnification

Section 1. To the fullest extent that Chapter 617 of Title 36 of the Florida Statutes, as it exists on the date hereof or as it may hereafter be amended, permits, the limitation or elimination of the liability of directors, officers, or volunteer agents of a not for profit corporation, a Director,

officer or committee member of the Corporation shall not be liable to the Corporation for monetary damages.

Section 2. To the fullest extent permitted and in the manner prescribed by Chapter 617 of Title 36 of the Florida Statutes and any other applicable law, regulation or judicial interpretation, the Corporation shall indemnify against expenses, judgments, fines and amounts (including, if applicable, the advancement of costs and expenses inclusive, without limitation, of attorneys' and paraprofessionals' fees and costs, whether or not litigation is commenced and, if so commenced, through all trial and appellate procedures) a Director, officer or committee member of the Corporation, employee or agent who is, was or may be a party to any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that (a) they are or were a Director, officer or committee member of the Corporation, employee or agent or (b) are or were serving at the request of the Corporation as a Director, officer or committee member, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, (I) if they did not breach or fail to perform their duties as a Director, officer or committee member of the Corporation, employee or agent, or (II) if they did so breach or fail, such breach or failure (a) did not result in an improper personal benefit, either directly or indirectly; (b) they acted in good faith and in a manner they reasonably believed to be in the best interest of the Corporation; (c) the liability provisions of § 607.0834, Florida Statutes, are not applicable; (d) they did not act recklessly or in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property; and (e) with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in the best interest of the Corporation; nor, with respect to any criminal action or proceeding, that they shall have had reasonable cause to believe that their conduct was unlawful. The foregoing right of indemnification shall not preclude any indemnification to which such Director, officer or committee member may be entitled by law or by virtue of any agreement. All rights of indemnification shall inure to the benefits of the heirs, personal representatives and estates of the person(s) involved.

Section 3. Notwithstanding anything else contained herein to the contrary, the Corporation may not indemnify a Director, officer or committee member, employee or agent (a) in connection with any action in which the Director, officer or committee member, employee or agent was adjudged liable to the Corporation, or (b) in connection with any other proceeding charging improper personal benefit to the Director, officer or committee member, employee or agent whether or not involving an action in the Director's, officer's or committee member's, agent's or employee's official capacity, in which proceeding the Director, officer or committee member, employee or agent is adjudged liable on the basis that personal benefit was improperly received by the Director, officer or committee member, employee or agent.

ARTICLE X

Bylaws

The Bylaws of the Corporation may be altered, amended or repealed and new or other Bylaws may be made and adopted by supermajority of the Board of Directors, as further provided in the Bylaws.

ARTICLE XI
Amendment of Articles of Incorporation

The power to alter, amend or repeal these Articles shall be vested only in the Board of Directors of the Corporation, and no changes or amendments to these Articles shall have any force and effect unless and until approved by a supermajority of the Board of Directors, as further provided in the Bylaws; provided, however, that these Articles may be amended, in whole or in part, at any time by any unanimous action of the Board of Directors.

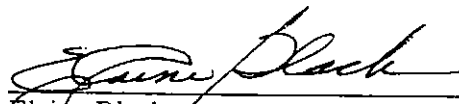
ARTICLE XII
Certification

These Amended and Restated Articles of Incorporation, containing amendments to the Articles of Incorporation, have been adopted by the Board of Directors of the Corporation, effective as of July 1, 2025 (the “Effective Date”). The number of votes cast for these amendments was sufficient for approval by the Board of Directors. No members are entitled to vote on proposed amendments to the Articles of Incorporation of the Corporation because the Corporation has no members. This certification is made in accordance with §§ 617.1006 and 617.1007, Florida Statutes.

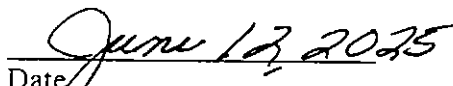
ARTICLE XIII
Registered Agent and Registered Office

The street address of the Corporation’s registered office is 2300 North Florida Mango Road, West Palm Beach, Florida 33409. The name of the Corporation’s registered agent is Alexandra V. Mandado.

I, Elaine Black, submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony, as provided for in § 817.155, Florida Statutes.



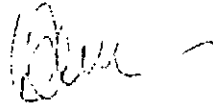
Elaine Black
Chair of the Board of Directors
Planned Parenthood of South Florida
and the Treasure Coast, Inc.



Date

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to § 617.0501, Florida Statutes, and having been named as registered agent with the authority to accept service of process on behalf of Planned Parenthood of Florida, Inc. at the place designated in the Amended and Restated Articles of Incorporation, 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.



Alexandra V. Mandado, President

FILED
2025 JUN 24 PM 6:21
CLERK OF COURT
PALM BEACH COUNTY, FL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION (2025)**

OF

**PLANNED PARENTHOOD OF
SOUTH FLORIDA AND THE TREASURE COAST, INC.**

PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST, INC. is a Florida not for profit corporation under the provisions of Chapter 617, Corporations Not for Profit, of Title 36 of the Florida Statutes, as amended. These Amended and Restated Articles of Incorporation (these “Articles”) shall supersede the original articles of incorporation and all amendments thereto.

ARTICLE I

Name

As of the Effective Date, the name of the corporation shall be amended as follows: Planned Parenthood of Florida, Inc. (hereinafter, Planned Parenthood of Florida, Inc. shall be referred to as the “Corporation”).

ARTICLE II

Principal Office

The street and mailing address of the principal office of the Corporation shall be: 2300 North Florida Mango Road, West Palm Beach, Florida 33409.

ARTICLE III

Powers

The Corporation shall have the powers conferred upon corporations by Chapter 617 of Title 36 of the Florida Statutes, as amended, and, therefore, the Corporation shall have the power to transact any business not prohibited by law or required to be stated herein; provided, however, that, notwithstanding the foregoing, the Corporation shall not, under any circumstances, execute any power or transact any business which could be in conflict with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”); provided further, however, that the Corporation’s operations may be restricted as provided herein and in the Bylaws.

ARTICLE IV

Purposes

The Corporation is organized to foster and support charitable, educational and scientific purposes within the meaning of Section 501(c) of the Code (or any corresponding provision of the Code as from time to time may be enacted). The purpose of the Corporation shall be to provide comprehensive sexual and reproductive healthcare through the provision of clinical services, education and advocacy, and to engage in other activities that are related to these purposes. The general nature of the objects and purposes of the Corporation shall be to promote family planning as an essential element of responsible parenthood, provide medically reliable family planning and reproductive health services, and engage in other activities that are related to these purposes.

FILED

025 JUN 24 PM 6:21

SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE V
Tax-Exempt Operations

The Corporation shall have and may exercise all powers and authorities now or hereinafter conferred upon not for profit corporations under the laws of the State of Florida, as amended. However, no part of its income or profit shall inure to the benefit of any incorporator, Director, officer, employee or agent of the Corporation or any other private individual; provided, however, that reasonable compensation may be paid for services rendered to, for or on behalf of the Corporation effecting one or more of the Corporation's purposes. No incorporator, Director, officer, employee or agent or other private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution. Furthermore, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code, or similar statutes, for organizations exempt from federal income taxes pursuant to Section 501(c)(3) of the Code or similar statutes), and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of any candidates for public office. Furthermore, the Corporation shall not engage in activities which characterize it as an "action" organization, as defined in Treas. Reg. §1.501(c)(3)-1(c)(3). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI
Members

The Corporation shall have no members.

ARTICLE VII
Directors

The governance and operations of the Corporation will be supervised by a Board of Directors, as further provided in the Bylaws of the Corporation; provided, however, that these Articles or the Bylaws may restrict all or any number of activities of the Corporation so that such activities cannot, without the approval of a majority or supermajority, as the case may be, of the Directors, be undertaken. Future Directors will be elected to the Board by the sitting Board of Directors, by a supermajority vote as provided in the Bylaws.

The current Board of Directors responsible for the governance and operation of the Corporation consists of the following individuals, each of whom is authorized to act as a Director of the Corporation:

TITLE	NAME (Last, First)	YEARS IN TERM
Chair	Seidensticker, Ellen	Two
Vice Chair	Voorhees Davis, Dolly	Three
Secretary	Lehman, Jody	Two
Treasurer	Schmitt, Karen	Three
Immediate Past Chair	Black, Elaine	Two

TITLE	NAME <i>(Last, First)</i>	YEARS IN TERM
Immediate Past Chair	Lannamann, Kate	One
Director	Barry, Archer	One
Director	Brackett, Terry	One
Director	Curtis, Christine	One
Director	Fisher, Tony	One
Director	Porter, Jack	One
Director	Untiedt, Whitney	One
Director	Yenari, Jon	One
Director	Baggett, Lori	Two
Director	Caruso, Cole	Two
Director	Goldman, Diane	Two
Director	Letterman, Gretchen	Two
Director	Leslie, Dorla	Two
Director	McKune, Sarah	Two
Director	Natilson, Nancy	Two
Director	Fleming, Linda L.	Three
Director	Frank, Debra	Three
Director	Glasser, Ted	Three
Director	Green, LaVerne	Three
Director	Kressner, Scott	Three
Director	Miller, Caroline	Three
Director	Perlman, Leah	Three
Director	Rees, Dennis	Three

2025 JUN 24 PM 6:21

FILED

ARTICLE VIII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, convey, for public purposes consistent with the purposes of the Corporation, any remaining assets of the Corporation to a 501(c)(3) body or bodies with substantially similar objectives, or as required by all applicable laws and regulations including Florida law and the Code. This restriction is intended to comply with all applicable dissolution requirements under the Code and, for so long as the Corporation is affiliated with Planned Parenthood Federation of America, Inc. ("PPFA"), all dissolution requirements of PPFA for so long as such requirements are consistent with Florida law and the Code. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, in such manner, or to such organization or organizations qualifying under Section 501(c)(3) of the Code or to the State of Florida, a political subdivision thereof or any agency of either, as said court shall determine.

ARTICLE IX

Liability and Indemnification

Section 1. To the fullest extent that Chapter 617 of Title 36 of the Florida Statutes, as it exists on the date hereof or as it may hereafter be amended, permits, the limitation or elimination of the liability of directors, officers, or volunteer agents of a not for profit corporation, a Director,

officer or committee member of the Corporation shall not be liable to the Corporation for monetary damages.

Section 2. To the fullest extent permitted and in the manner prescribed by Chapter 617 of Title 36 of the Florida Statutes and any other applicable law, regulation or judicial interpretation, the Corporation shall indemnify against expenses, judgments, fines and amounts (including, if applicable, the advancement of costs and expenses inclusive, without limitation, of attorneys' and paraprofessionals' fees and costs, whether or not litigation is commenced and, if so commenced, through all trial and appellate procedures) a Director, officer or committee member of the Corporation, employee or agent who is, was or may be a party to any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that (a) they are or were a Director, officer or committee member of the Corporation, employee or agent or (b) are or were serving at the request of the Corporation as a Director, officer or committee member, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, (I) if they did not breach or fail to perform their duties as a Director, officer or committee member of the Corporation, employee or agent, or (II) if they did so breach or fail, such breach or failure (a) did not result in an improper personal benefit, either directly or indirectly; (b) they acted in good faith and in a manner they reasonably believed to be in the best interest of the Corporation; (c) the liability provisions of § 607.0834, Florida Statutes, are not applicable; (d) they did not act recklessly or in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property; and (e) with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in the best interest of the Corporation; nor, with respect to any criminal action or proceeding, that they shall have had reasonable cause to believe that their conduct was unlawful. The foregoing right of indemnification shall not preclude any indemnification to which such Director, officer or committee member may be entitled by law or by virtue of any agreement. All rights of indemnification shall inure to the benefits of the heirs, personal representatives and estates of the person(s) involved.

Section 3. Notwithstanding anything else contained herein to the contrary, the Corporation may not indemnify a Director, officer or committee member, employee or agent (a) in connection with any action in which the Director, officer or committee member, employee or agent was adjudged liable to the Corporation, or (b) in connection with any other proceeding charging improper personal benefit to the Director, officer or committee member, employee or agent whether or not involving an action in the Director's, officer's or committee member's, agent's or employee's official capacity, in which proceeding the Director, officer or committee member, employee or agent is adjudged liable on the basis that personal benefit was improperly received by the Director, officer or committee member, employee or agent.

ARTICLE X

Bylaws

The Bylaws of the Corporation may be altered, amended or repealed and new or other Bylaws may be made and adopted by supermajority of the Board of Directors, as further provided in the Bylaws.

FILED
2023 JUN 24 PM 6:21
CLERK OF DISTRICT COURT
JACKSONVILLE, FL

ARTICLE XI
Amendment of Articles of Incorporation

The power to alter, amend or repeal these Articles shall be vested only in the Board of Directors of the Corporation, and no changes or amendments to these Articles shall have any force and effect unless and until approved by a supermajority of the Board of Directors, as further provided in the Bylaws; provided, however, that these Articles may be amended, in whole or in part, at any time by any unanimous action of the Board of Directors.

ARTICLE XII
Certification

These Amended and Restated Articles of Incorporation, containing amendments to the Articles of Incorporation, have been adopted by the Board of Directors of the Corporation, effective as of July 1, 2025 (the "**Effective Date**"). The number of votes cast for these amendments was sufficient for approval by the Board of Directors. No members are entitled to vote on proposed amendments to the Articles of Incorporation of the Corporation because the Corporation has no members. This certification is made in accordance with §§ 617.1006 and 617.1007, Florida Statutes.

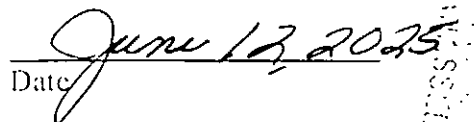
ARTICLE XIII
Registered Agent and Registered Office

The street address of the Corporation's registered office is 2300 North Florida Mango Road, West Palm Beach, Florida 33409. The name of the Corporation's registered agent is Alexandra V. Mandado.

I, Elaine Black, submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony, as provided for in § 817.155, Florida Statutes.



Elaine Black
Chair of the Board of Directors
Planned Parenthood of South Florida
and the Treasure Coast, Inc.

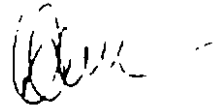


Date

FILED
2025 JUN 24 PM 6:21
CLERK OF THE
DEPARTMENT OF
STATE
TALLAHASSEE
FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to § 617.0501, Florida Statutes, and having been named as registered agent with the authority to accept service of process on behalf of Planned Parenthood of Florida, Inc. at the place designated in the Amended and Restated Articles of Incorporation, 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.



Alexandra V. Mandado, President

FILED
2025 JUN 24 PM 6:21
TALLAHASSEE, FL