

738247

(Requestor's Name)

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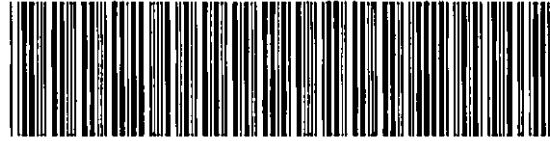
(Business Entity Name)

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2019 FEB 11 PM 2:08
FEB 11 2019

Amended
Restarted

FEB 16 2019

ALBRITTON

ORLANDO HEALTH

1414 Kuhl Ave., MP 2
Orlando, FL 32806
tel 321.843.7000
OrlandoHealth.com

January 24, 2019

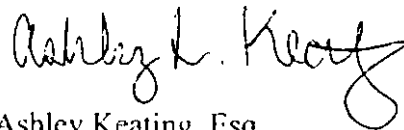
To: Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Orlando Health, Inc.
Document Number 738247

To Whom It May Concern,

Please find enclosed a copy of the Second Restated Articles of Incorporation for Orlando Health, Inc. for filing pursuant to Florida Statutes. Enclosed with this letter is a check, in the amount of \$35.00, for filing.

Sincerely,

A handwritten signature in black ink, appearing to read "Ashley L. Keating". The signature is fluid and cursive, with a large, stylized "K" at the end.

Ashley Keating, Esq.

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORLANDO HEALTH, INC.

A Corporation Not-For-Profit Under Chapter 617, Florida Statutes
Document No. 738247

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SEAL
CLERK OF COURT

ORLANDO HEALTH, INC., (the "Corporation") hereby amends and restates its Articles of Incorporation pursuant to Section 617.1002 and 617.1007, Florida Statutes. The Corporation was originally known as Orlando Regional Medical Center, Inc., and its original Articles of Incorporation were filed by the Department of State on March 1, 1977. The Corporation changed its name to Orlando Regional Healthcare System, Inc. effective April 27, 1992 and to Orlando Health, Inc. effective October 1, 2008.

ARTICLE I
Name and Principal Office

The name which this Corporation shall be known is ORLANDO HEALTH, INC.

Its principal office shall be located at Orlando, Orange County, Florida, or at such other location with other offices both within and without the State of Florida as may be hereafter established by the Board of Directors.

The street address of the Corporation and the address of the registered agent shall be 1414 Kuhl Avenue - MP 2, Orlando, Florida 32806 and its registered agent at such address shall be Mildred Beam.

ARTICLE II
Purposes

The purposes and objectives for which this Corporation is organized and incorporated shall be:

1. To establish, support, manage and furnish facilities, personnel and services to provide quality diagnosis, medical, surgical and hospital care, extended care, outpatient care and home care to sick, injured or disabled persons without regard to race, creed, color, sex or national origin. In providing such services for patients, it shall be an objective of this Corporation consistent with sound business practices to make the care of each patient as pleasant an experience as possible for both the patient and those having an interest in the well-being of the patient.
2. To carry on such educational activities related to rendering care to the sick and injured, or to the promotion of health, as, in the opinion of the Board of Directors, may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available.

3. To manage, operate or participate, so far as hospital policy, circumstances and available funds may warrant, in any activity designed and carried on to promote the general health of the community.
4. To establish and maintain a corporation organized exclusively for charitable, scientific and educational purposes as a not-for-profit corporation, whose activities shall be conducted for such purposes in such manner that no part of its net earnings shall inure to the benefit of any member, director, officer or other individual.
5. To conduct such business and to exercise such corporate powers, including but not limited to the objectives and purposes set forth above, as may be lawfully permitted to be engaged in or conducted by corporations organized and incorporated for purposes not for pecuniary profit pursuant to the provisions of Chapter 617 of the Florida Statutes.
6. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future United States internal revenue law, or to the Federal, State or local government for exclusive public purpose.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States internal revenue law.

ARTICLE III

Membership

The Corporation has no Members.

ARTICLE IV

Term of Existence

The term for which the Corporation shall exist shall be perpetual.

ARTICLE V

Management

The affairs of the Corporation are to be managed by a Board of Directors which shall consist of not less than seven (7) directors. The exact number of directors shall be the number as provided in the Bylaws of the Corporation and may be changed from time to time as provided in the Bylaws.

All directors of the Corporation shall be elected as provided in the Bylaws. Each director shall hold office for the term as provided in the Bylaws. Directors shall be elected by the Board of

Directors and shall have such qualifications as are required by the Bylaws of the Corporation.

The Board of Directors of the Corporation shall elect the officers of the Corporation as provided in the Bylaws. The officers of the Corporation shall have duties, hold office for such terms and be elected in such manner as is provided in the Bylaws of the Corporation.

ARTICLE VI **Bylaws**

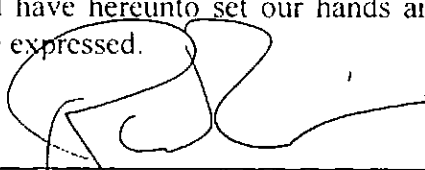
The Bylaws of the Corporation shall be adopted and may be altered, amended, repealed or supplemented only by the Board of Directors at any meeting thereof held in accordance with the provisions of the Bylaws relating to such amendment.

ARTICLE VII **Amendment to Articles of Incorporation**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors provided written notice of the meeting setting forth the proposed amendment shall have been given to the directors not less than two days prior to such meeting. Approval of any amendment to these Articles of Incorporation shall require the affirmative vote of at least two-thirds of the whole number of directors. Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 617 of the Florida Statutes.

The foregoing Second Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation effective November 12, 2018 by the number of votes sufficient for approval. Members do not have voting rights as to amendments of the Articles of Incorporation.

22nd IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals this day of January, 2019 for the purpose herein above expressed.

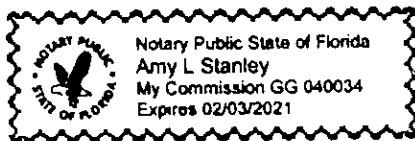


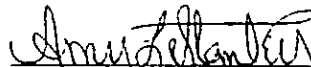
Ryan Zika, VP
General Counsel, Legal Affairs

State of Florida
County of Orange

The foregoing instrument was acknowledged before me this 22nd day of January, 2019, by Ryan Zika, General Counsel, Legal Affairs of Orlando Health, Inc. who ☒ is personally known to me or ☐ produced _____ (type of identification) as identification.

(Notarial Seal)





Notary Public – State of Florida
Printed Name: Amy L Stanley
Commission No.: GG 040034
My Commission Expires: 02/03/2021