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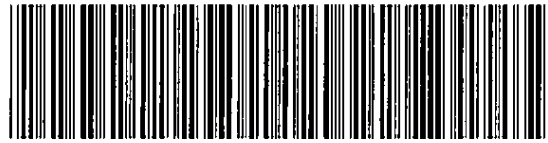
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11-03-2023 10:11:43 44.75

FILED  
2023 NOV 30 AM 9:00  
SOUTH CAROLINA  
CLERK OF COURT

A. BUTLER

DEC - 1 2023

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: MCR Health, Inc.

DOCUMENT NUMBER: N/A

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Monica Serrano  
(Name of Contact Person)

MCR Health, Inc.  
(Firm/ Company)

101 Riverfront Boulevard, Ste 710  
(Address)

Bradenton, FL 34205  
(City/ State and Zip Code)

mserrano@mcr.health  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Monica Serrano at 941-803-3050  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327

**Street Address**  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MCR HEALTH, INC.**

**FILED**

2023 NOV 30 AM 9:00

Pursuant to the provisions of Section 617.1007, Florida Statutes, the above-named Florida not for profit corporation, MCR Health, Inc. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation (the "Amended Articles"). The Amended Articles were adopted by the Corporation's Board of Directors as pursuant to the Corporation's Articles of Incorporation and Bylaws and approved by a two-thirds vote of the Board of Directors entitled to vote on the Amended Articles and the number of votes cast by the Board of Directors were sufficient for approval. The Articles of Incorporation of MCR Health, Inc. are hereby amended and restated as follows:

**ARTICLE I.**  
**NAME OF CORPORATION**

The name of the Corporation shall be **MCR Health, Inc.**

**ARTICLE II.**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal address of the Corporation is 101 Riverfront Boulevard, Bradenton, Florida 34205.

**ARTICLE III.**  
**CORPORATION EXISTENCE**

The duration of the Corporation shall be perpetual.

**ARTICLE IV.**  
**PURPOSES**

1. **Primary Purpose.** The primary purpose of the Corporation shall be to provide health care services to all socio-economic groups regardless of ability to pay.

2. **General Purpose.** The general purposes for which this Corporation is formed are:

- a. To provide community health care services within the areas of Florida subject to the laws, regulations and rules of the United States of America as set forth under Section 330 of the Public Health Service Act, and the laws, regulations, and rules set forth in U.S. Code: Title 42.
- b. To operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

3. Notwithstanding any other provision of these Amended Articles,
- a) No part of the assets or net earnings of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
  - b) No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.
  - c) The Corporation shall not directly or indirectly participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
  - d) The Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under IRC Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2), or corresponding section of any future federal tax code.

#### **ARTICLE V. POWERS**

The Corporation shall have all powers for corporations Not For Profit by Chapter 617 of the Florida statutes or corresponding provisions of any subsequent statute, and all the powers of any other statute or law which do not in any way adversely affect the Corporation's status as a corporation not for profit under Chapter 617 of the Florida Statutes.

#### **ARTICLE VI. MEMBERSHIP**

The Corporation shall not have members.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The affairs and business of the Corporation shall be conducted by a Board of Directors consisting of at least nine (9), but not more than twenty-five (25) directors, with the composition of the Board of Directors as set forth in the Bylaws of the Corporation. The Board of Directors shall be appointed in accordance with the provisions of the Bylaws of the Corporation. The Board of Directors shall be authorized to fill any vacancy by reason of death, resignation, or termination in accordance with the provisions of the Bylaws of the Corporation.

#### **ARTICLE VIII. BYLAWS**

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the Board of Directors in the manner provided by such Bylaws.

**ARTICLE IX.**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended only by the approval of two-thirds of the Board of Directors entitled to vote at the regular annual meeting or at a special meeting called for that purpose. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

**ARTICLE X.**  
**INDEMNIFICATION**

Every person who is or has been a Director or Officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a Director or Officer of this Corporation whether or not he/she continues to be a Director or Officer of this Corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the Corporation itself. However, no such Director or Officer shall be so indemnified with respect to any matter as to which such Director or Officer shall be finally adjudged to be liable for actual misconduct in the performance of his/her duties as a Director or Officer. The Corporation may settle any litigation against a Director or Officer if the costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

**ARTICLE XI.**  
**DISTRIBUTION UPON DISSOLUTION**

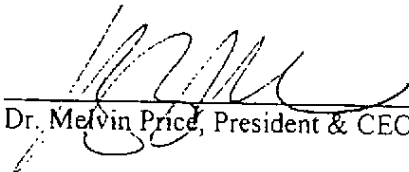
Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the assets of this Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for the Judicial Circuit in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII.**  
**REGISTERED AGENT, REGISTERED OFFICE AND**  
**REGISTERED AGENT ACCEPTANCE**

The name and address of the registered agent of the Corporation is:

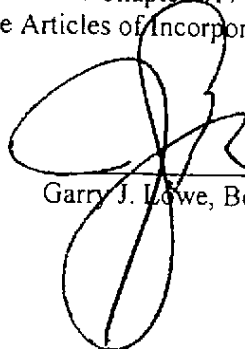
101 Riverfront Blvd., Suite 710, Bradenton Florida 34205

*Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.*

  
\_\_\_\_\_  
Dr. Melvin Price, President & CEO

**ARTICLE XIII.**  
**AUTHORIZATION**

The forgoing Amended and Restated Articles of Incorporation were approved and ratified, and the requisite number of votes cast by Directors at a meeting held on Oct 18, 2023, to be effective Oct 18, 2023, in accordance with Section 617.0721 and 617.1007 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617 of the Florida Statutes. There are no members entitled to vote on an amendment to the Articles of Incorporation.

  
\_\_\_\_\_  
Garry J. Lowe, Board Chair



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 14, 2023

MONICA SERRANO  
101 RIVERFRONT BOULEVARD  
STE 710  
BRANDENTON, FL 34205

SUBJECT: MCR HEALTH, INC.  
Ref. Number: 740487

We have received your document for MCR HEALTH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please choose between the Articles of Amendment to Articles of Incorporation or Amended and Restated Articles of Incorporation to be file. We are unable to file both documents.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Anissa Butler  
Regulatory Specialist II

Letter Number: 123A00026310

*11/29/23 - Please see attached documents.*

*Thank you for your prompt attention*

*11/29/23*