

765157

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

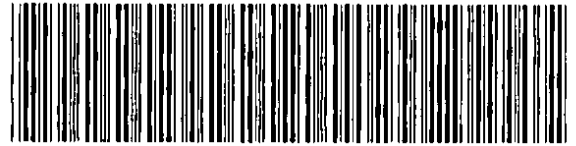
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

J. HORNE  
AUG - 1 2023

Office Use Only



800410045428

06/05/23--01026--006 \*\*43.75

FILED  
2023 JUN -6 AM  
SECURITY  
TALLAHASSEE, FL



Federal Express (850-245-6050)

June 5, 2023

Secretary of State of Florida  
Corporation Division  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

RE: AdventHealth Foundation, Inc.  
Control Number 765157

Dear Sir/Madam:

Please find enclosed the Restated Articles of Incorporation ("Amendment") for AdventHealth Foundation, Inc. that we would appreciate your placing of record. We have enclosed our check in the amount of \$43.75, which we understand is the fee for filing the Amendment (\$35.00) and for obtaining a certified copy (\$8.75) of the Amendment as recorded.

Should you have any questions in regard to the Amendment, please contact me at 407-982-0966 (Cell).

Thanks for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "T. L. Trimble".

T. L. Trimble  
Vice President, Legal Services

T:TI  
Enclosure

**RESTATED ARTICLES OF INCORPORATION  
OF  
ADVENTHEALTH FOUNDATION, INC.**

FILED  
2023 JUN -5 AM 11:00  
SECRETARY  
TALLAHASSEE

**PART I**

These Restated Articles of Incorporation restate and amend as set forth in Part II, the Articles of Incorporation filed on September 22, 1982, as amended by the Restated Articles of Incorporation filed on June 22, 1987, as further amended by Articles of Amendment on October 21, 2009 and December 22, 2022 (collectively the "Articles").

**ARTICLE I  
NAME**

The name of the Corporation is AdventHealth Foundation, Inc.

**ARTICLE II  
OFFICE AND REGISTERED AGENT**

The Corporation shall have and continuously maintain an office in Altamonte Springs, Florida. The Corporation's registered agent thereat upon whom process can be served is Jeff Bromme. The address of the registered office is 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714.

**ARTICLE III  
PURPOSE; LIMITATIONS**

The Corporation is organized under the Florida Not For Profit Corporation Act ("Act") and operated as a 501(c)(3) organization under the provisions of the Internal Revenue Code as a public foundation. As an affiliated organization of Adventist Health System Sunbelt Healthcare Corporation ("AdventHealth"). AdventHealth, a nonprofit network of charitable health care facilities and services connected by a commitment to foster whole personal health, the Corporation exists to support the charitable activities of other nonprofit organizations affiliated with AdventHealth ("AdventHealth Organizations") and their communities.

The primary purpose of the Corporation is to develop community awareness of and financially support AdventHealth Organizations in their efforts to enhance the health and wellbeing of their communities. The Corporation's secondary purpose is to cooperate and coordinate with other community, governmental and

charitable organizations in fostering social, health and educational initiatives that will enhance the health and wellbeing of communities served by AdventHealth Organizations.

As a not for profit charitable organization, no part of the income of the Corporation shall be distributed to any manager, director or officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying or other attempts to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under 501(c)(3) of the Internal Revenue Code ("Code") and 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 the 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 now exist or may be hereafter amended.

#### **ARTICLE IV 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 Restated Articles of Incorporation, provided, however, that the Corporation shall not engage in activities that are not in furtherance of the charitable purposes other than as an insubstantial part of its activities.

#### **ARTICLE V TERM OF EXISTENCE**

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

#### **ARTICLE VI MEMBERSHIP; RETAINED POWERS**

The sole corporate member of this Corporation shall be Adventist Health System Sunbelt Healthcare Corporation (the

"Member"). A membership interest in this Corporation may be removed in accordance with the Bylaws.

The Member shall retain those powers set forth in Article IX and Article X of these Restated Articles of Incorporation and as set forth in the Bylaws.

## **ARTICLE VII CORPORATE AND DIVISIONAL GOVERNANCE**

The powers of the Corporation are exercised by or under the authority or direction of a Board of Managers, which shall consist of the number of individuals as may be appointed by the Member in the manner provided in the Bylaws. The powers responsibilities of the Board of Managers are set forth in the Bylaws.

Each division of the Corporation ("foundation arm") approved by the Board of Managers or its designee, shall be led by a body of individuals ("foundation arm board") to provide direction and support for the activities of the foundation arm. The duties and responsibility of a foundation arm board are set forth in the Bylaws as may be supplemented by rules adopted by the respective foundation arm board, the content of which may not be inconsistent with the Bylaws.

## **ARTICLE VIII BOARD AND CORPORATE OFFICERS**

Officers of the Corporation shall include Board Officers and Corporate officers. Board Officers may include a Chair and a Secretary. Corporate Officers may include a President, one or more Vice Presidents, a Secretary, a Treasurer and one or more Assistant Secretaries. The election of officers, the length of their appointment and their respective duties are set forth in the Bylaws.

## **ARTICLE IX BYLAWS**

The power to make, alter, amend, repeal or adopt Bylaws for the Corporation shall be reserved solely to the Member of the Corporation.

**ARTICLE X**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation may be proposed by the Board of Managers or Member, and adopted upon the vote of the Member of the Corporation. When a proposal to amend the Articles of Incorporation is made by the Board of Managers, said proposal, accompanied by the proposed amendment(s) shall be distributed to the Member in accordance with the provisions set forth in the Bylaws.

**ARTICLE XI**  
**DISSOLUTION**

On the dissolution or winding up of this Corporation, its assets remaining after (i) payment of, or provision for payment of, all debts and liabilities of the Corporation; and (ii) donating to the respective Affiliated Organization (or other community charitable organization) responsible for generating the donation, shall be distributed to the Member, which is organized and operated exclusively for religious and charitable purposes. In the event the Member is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the Corporation, the assets of the Corporation will be turned over pro rata to the union conference of the General Conference of Seventh-day Adventists, which is organized and operated exclusively for religious and charitable purposes, wherein the Corporation operated.

**PART II**

1. The Restated Articles of Incorporation restate and amend the Articles of Incorporation filed on September 22, 1982, as amended by the Restated Articles of Incorporation filed on June 22, 1987, as further amended by Articles of Amendment on October 21, 2009 and December 22, 2022, as specified below:

a. Article III ("Purpose") is deleted in its entirety and renamed, "Purpose; Limitations," to read as follows:

The Corporation is organized under the Florida Not For Profit Corporation Act ("Act") and operated as a 501(c)(3) organization under the provisions of the Internal Revenue Code as a public foundation. As an affiliated organization of Adventist Health System Sunbelt Healthcare Corporation ("AdventHealth"), which together with its affiliated organizations constitute a nonprofit network connected by a commitment to foster whole personal health, the Corporation

exists to support the charitable activities of other nonprofit organizations affiliated with AdventHealth ("AdventHealth Organizations") and their communities.

The primary purpose of the Corporation is to develop community awareness of and financially support AdventHealth Organizations in their efforts to enhance the health and wellbeing of their communities. The Corporation's secondary purpose is to cooperate and coordinate with other community, governmental and charitable organizations in fostering social, health and educational initiatives that will enhance the health and wellbeing of communities served by AdventHealth Organizations.

As a not for profit charitable organization, no part of the income of the Corporation shall be distributed to any manager, director or officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying or other attempts to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under 501(c)(3) of the Internal Revenue Code ("Code") and 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 the 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 now exist or may be hereafter amended.

b. Article VI ("Member") is deleted in its entirety and renamed, "Member; Retained Powers," to read as follows:

The sole corporate member of this Corporation shall be Adventist Health System Sunbelt Healthcare Corporation (the "Member"). A membership interest in this Corporation may be removed in accordance with the Bylaws.

The Member shall retain those powers set forth in Article IX and Article X of these Restated Articles of Incorporation and as set forth in the Bylaws.

c. Article VII ("Board of Managers") is deleted in its entirety and renamed, "Corporate and Divisional Governance", to read as follows:

The powers of the Corporation are exercised by or under the authority or direction of a Board of Managers, which shall consist of the number of individuals as may be appointed by the Member in the manner provided in the Bylaws. The powers responsibilities of the Board of Managers are set forth in the Bylaws.

Each division of the Corporation ("foundation arm") approved by the Board of Managers or its designee, shall be led by a body of individuals ("foundation arm board") to provide direction and support for the activities of the foundation arm. The duties and responsibility of a foundation arm board are set forth in the Bylaws as may be supplemented by rules adopted by the respective foundation arm board, the content of which may not be inconsistent with the Bylaws.

d. Article VIII ("Officers") is deleted in its entirety and renamed "Board and Corporate Officers", to read as follows:

Officers of the Corporation shall include Board Officers and Corporate Officers. Board Officers may include a Chair and a Secretary. Corporate Officers may include a President, one or more Vice Presidents, a Secretary, a Treasurer and one or more Assistant Secretaries. The election of officers, the length of their appointment and their respective duties are set forth in the Bylaws.

e. Article XI ("Dissolution") is amended to read as follows:

On the dissolution or winding up of this Corporation, its assets remaining after (i) payment of, or provision for payment of, all debts and liabilities of the Corporation; and (ii) donating to the respective Affiliated Organization (or other community charitable organization) responsible for generating the donation, shall be distributed to the Member, which is organized and operated exclusively for religious and charitable purposes. In the event the Member is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the Corporation, the assets of the Corporation will be turned over pro rata to the union conference of the General Conference of Seventh-day Adventists, which is organized and operated exclusively for religious and charitable purposes, wherein the Corporation operated.

2. The Restated Articles of Incorporation was duly adopted at a meeting of the Member on May 24, 2023, at which a quorum was present and the number of votes cast in favor were sufficient for passage. Only the Member is entitled to vote on amendments to the Corporation's Articles of Incorporation (including amendments and restatements).

3. There is no discrepancy between the Restated Articles of Incorporation and the Articles other than as set forth in Part II.

Dated May 24, 2023.

ADVENTHEALTH FOUNDATION, INC.

BY: *Lynn C. Addiscott*

Lynn C. Addiscott, Asst. Secretary