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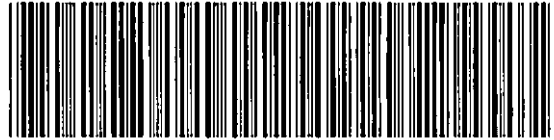
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

SANTA FE HEALTHCARE, INC.

ARTICLE I

Name

The name of the Corporation is **SANTA FE HEALTHCARE, INC.**

ARTICLE II

Address

The current mailing address of the Corporation and the current address of the Corporation's principal office is 4300 NW 89th Blvd., Gainesville, FL 32606.

ARTICLE III

Purposes and Powers

SECTION 1. Purposes. This Corporation is organized as a not-for-profit Corporation within the meaning of Chapter 617, *Florida Statutes*, for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Code"), and its activities shall be conducted for such exempt purposes. In furtherance of its exempt purposes, the Corporation may carry on activities constituting an "unrelated trade or business" (as defined in Section 513 of the Code), provided that such activities shall not constitute a significant part of its activities. The Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for political office, or any other activity, except to the extent that such activity is permitted to be engaged in by corporations described in Section 501(c)(3) of the Code. No part of the Corporation's net earnings shall inure to the benefit of any private individual or organization, except for the affiliated non-profit organizations which are supported by the Corporation.

The primary purposes of this Corporation are:

- A. To improve health and health care;
- B. To improve the general health of the citizens through the establishment, promotion, and provision of comprehensive, coordinated health care services;
- C. To serve as the not-for-profit system parent for affiliated organizations, coordinating governance, financial, management, technical and other resources to promote the effective provision of healthcare and related services;

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- D. To support the activities and functions of affiliated organizations (the "Affiliates"), which include but are not limited to North Central Florida Hospice, Inc. (and its wholly-owned subsidiaries, Haven Medical Group, LLC, Haven Palliative Care, Inc., and Haven Hospice Properties, LLC), Haven Foundation, Inc., HFK Care Corporation, SantaFe Senior Living, Inc., North Florida Retirement Village, Inc., East Ridge Retirement Village, Inc., BVG Acquisition, Inc., Bonita Springs Retirement Village, Inc., SantaFe Senior Living Foundation, Inc. and SF Holding Corp., Inc.) as a "supporting organization" within the meaning of Section 509(a)(3)(B)(ii) of the Code (a Type II supporting organization);
- E. To participate in educational and any other activity designed and carried on to promote the general health of the citizens of the State of Florida; and
- F. To promote and carry on scientific research related to the care of the sick and injured.

SECTION 2. Powers. This Corporation shall have all of the powers, and be subject to the restrictions, applicable to a corporation organized under the Florida Not-For-Profit Corporation Act, Florida Statutes Ch. 617. Without limitation, this Corporation shall have the power to exercise all the powers enumerated in Section 617.0302, *Florida Statutes*, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance on any of the powers or purposes herein above enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE IV
Members

The Corporation shall not have Members.

ARTICLE V
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VI
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. Members of the Board of Directors shall be divided among three (3) classes and shall serve staggered terms as set forth in the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

*SANTA FE HEALTHCARE, INC.
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**ARTICLE VII
Officers**

The officers of the Board of Directors shall be a Chairman and Vice Chairman of the Board, a Chief Executive Officer, a President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws. Officers shall be elected or appointed as provided in the Bylaws.

**ARTICLE VIII
Registered Agent**

The street address of the registered office of the Corporation is 4300 NW 89th Blvd., Gainesville, FL 32606, and the name of the Corporation's registered agent at that address is Steven M. Ziegler.

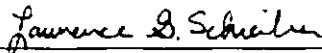
**ARTICLE IX
Amendments**

The Articles of Incorporation and Bylaws of the Corporation may be amended or restated by the Corporation's Board of Directors upon the affirmative vote of two-thirds of the Directors then in office in accordance with the procedures set forth in the Bylaws.

**ARTICLE X
Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to one or more organizations described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Articles of Restatement of Articles of Incorporation this 7th day of December, 2022.



Lawrence Schreiber, as Chief Executive
Officer

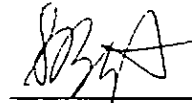
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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Santa Fe HealthCare, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 12th day of December, 2022.



Steven M. Ziegler

**ARTICLES OF AMENDMENT AND
ARTICLES OF RESTATEMENT OF
ARTICLES OF INCORPORATION
of
SANTAFe HEALTHCARE, INC.**

These Articles of Amendment and Articles of Restatement of the Articles of Incorporation of **SANTAFe HEALTHCARE, INC.**, a corporation not-for-profit under the laws of the State of Florida (the "Corporation"), are adopted and filed pursuant to the provisions of Sections 617.1002 and 617.1007, *Florida Statutes*, as amended.

FIRST: The name of the Corporation is **SANTAFe HEALTHCARE, INC.** The Corporation's Document Number is 768533. The Corporation's Articles of Incorporation were originally filed on May 19, 1983, previously amended on July 8, 1997, October 1, 2002, October 11, 2004, January 30, 2014, and December 15, 2015.

SECOND. The text of each amendment is as follows:

Article II, Section 1D of the Articles of the Corporation is amended to read as follows:

D. To support the activities and functions of affiliated organizations (the "Affiliates"), which include but are not limited to North Central Florida Hospice, Inc. (and its wholly-owned subsidiaries, Haven Medical Group, LLC, Haven Palliative Care, Inc., and Haven Hospice Properties, LLC), Haven Foundation, Inc., HFK Care Corporation, SantaFe Senior Living, Inc., North Florida Retirement Village, Inc., East Ridge Retirement Village, Inc., BVG Acquisition, Inc., Bonita Springs Retirement Village, Inc., SantaFe Senior Living Foundation, Inc. and SF Holding Corp., Inc.) as a "supporting organization" within the meaning of Section 509(a)(3)(B)(ii) of the Code (a Type II supporting organization).

Article III, entitled "Address," is added, reading as follows, and subsequent Articles are renumbered accordingly:

The current mailing address of the Corporation and the current address of the Corporation's principal office is 4300 NW 89th Blvd., Gainesville, FL 32606.

Article VIII, entitled "Registered Agent," is added, reading as follows, and subsequent Articles are renumbered accordingly:

The street address of the registered office of the Corporation is 4300 NW 89th Blvd., Gainesville, FL 32606, and the name of the Corporation's registered agent at that address is Steven M. Ziegler.

THIRD: Set forth below are Amended and Restated Articles of Incorporation of the Corporation, which contain the amendment set forth above and supersede in their entirety the Corporation's Articles of Incorporation, as previously amended and restated.

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FOURTH: The Corporation has no members. The Amended and Restated Articles of Incorporation set forth below do not contain any amendments requiring member approval.

FIFTH: All amendments contained in these Articles of Amendment and the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's board of directors on December 7, 2022, by the affirmative vote of at least two-thirds of the Corporation's directors then in office and in accordance with Section 617.1002, *Florida Statutes*. The vote of the board of directors was sufficient for approval.

SIXTH: In accordance with Article VII of the Articles of Incorporation of the Corporation and Article XII, Section 12.3 of the Bylaws of the Corporation, prior to the consideration of the amendments contained in the Amended and Restated Articles of Incorporation, the amendments were presented to the SantaFe HealthCare, Inc. Governance & Nominations Committee for its consideration and recommendation, and the Governance & Nominations Committee presented its recommendation to the board of directors.

SEVENTH: The amendment of the Articles of Incorporation set forth above shall be effective as of 11:59 P.M., Eastern Time, on December 31, 2022.
