

DEC-05-2005 MON 08:54 AM Beggs And Lane

FAX NO. 8504693331

P. 01/04

Division of Corporations

LOS000 116247

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000277876 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BEGGS & LANE
Account Number : I20020000155
Phone : (850) 432-2451
Fax Number : (850) 469-3331

FILE No. 49000-4557

LIMITED LIABILITY COMPANY

Andrews Foundation for Research & Education, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing

Public Access Help

LOS-116247
CR

FILED

2005 DEC -5 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

05 DEC -5 AM 10:10

DIVISION OF CORPORATION

(((H05000277876 3)))

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the limited liability company (Company) is Andrews Foundation for Research & Education, LLC.

ARTICLE II - Address

The mailing address and the principal office of the Company is:

1000 W. Moreno Street
Pensacola, Florida 32522

ARTICLE III - Duration

The period of duration of the Company shall be perpetual.

ARTICLE IV - Management

The Company is to be managed by a manager or managers, the number and identity of which will be determined in accordance with the Company's operating agreement.

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Company are:

Beggs & Lane, a Registered Limited Liability Partnership
501 Commendancia Street
Pensacola, Florida 32502

ARTICLE VI - Purpose

The Company is organized and operated exclusively to further the purpose of its sole member, Baptist Health Care Corporation, a Florida not for profit corporation exempt from federal income tax pursuant to section 501(a) of the Internal Revenue Code (Code) by virtue of section 501(c)(3) thereof, as it relates to medical research and education; and to do any other business, act or thing incidental to and necessary for the accomplishment of the aforesaid purpose and not inconsistent with any law.

ARTICLE VII - Limitation on Powers

The Company shall have all powers authorized by Florida law subject to the following exception: the Company shall not be authorized to use such powers to carry on any activity which is not in furtherance of the exclusive purpose for which it was organized or which is prohibited for an entity exempt from income tax under section 501(a) of the Code by virtue of

(((H05000277876 3)))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 DEC -5 AM 9:44

FILED

((H05000277876 3)))

section 501(c)(3) thereof.

ARTICLE VIII - Net Earnings and Private Inurement

No part of the net earnings, gains, or assets of the Company shall inure to the benefit of, or be distributable to its members who are not then qualified as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof, managers, trustees, directors, officers, or other private persons, except that it shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the exempt purpose for which this Company was organized and which are consistent with section 501(c)(3) of the Code. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in, including the publishing or distribution of statements relating to, any political campaign on behalf of or in opposition to any candidate for public office. Furthermore, the Company shall not be merged into or have as a member any other entity unless the entity is then qualified as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof.

ARTICLE IX - Distribution of Company Assets Upon Dissolution

In the event of dissolution or final liquidation of the Company, the manager shall, after paying or making provision for the payment of all the lawful debts and liabilities of thereof, distribute all of its assets to its member, provided that it shall then qualify as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof, and if it is not, then to the following:

(a) an organization created to succeed the Company or its member, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof; and if no such organization exists, then to

(b) an organization or organizations having similar purposes as the Company and which the Company's member agrees is an appropriate recipient of such assets, as long as such organization or each such organizations shall then qualify as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof.

ARTICLE X - Operating Agreement

The Company, its member and initial manager(s) shall enter into a written operating agreement which shall be consistent with these Articles of Organization, and these Articles of Organization shall always prevail over any inconsistent provision of said operating agreement as same may be amended or restated from time to time.

((H05000277876 3)))

(((H05000277876 3)))

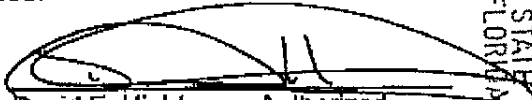
ARTICLE XI - Attorney General's Authority

The Attorney General of the State of Florida is hereby granted all authority provided in chapter 617, Florida Statutes (2005), to be exercised with respect to the Company just as if the Company was formed as a not for profit corporation under said chapter, including but not limited to the authority provided in section 617.0304 thereof.

ARTICLE XII - Effective Date

Pursuant to section 608.409(1), Florida Statutes, the effective date for the beginning existence of the limited liability company shall be November 29, 2005

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 6th day of December, 2005.


David E. Hightower, Authorized
Representative of a Member

2005 DEC -5 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

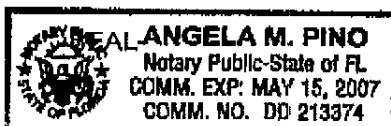
12/15/05
Dated

Beggs & Lane, RLLP

By 
David E. Hightower

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing Articles of Organization and Registered Agent Acceptance was acknowledged before me this 5th day of December, 2005 by David E. Hightower on behalf of Beggs & Lane, RLLP. David E. Hightower is personally known to me.




NOTARY PUBLIC

(((H05000277876 3)))