

L13000018492

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FHSP HOLDINGS, LLC**

Pursuant to the provisions of Section 605.0202, Florida Statutes, FHSP Holdings, LLC (the "Limited Liability Company"), does hereby certify:

I. The Limited Liability Company, pursuant to the provisions of Section 605.0202, Florida Statutes, hereby adopts these Amended and Restated Articles of Organization which replace the Articles of Organization filed with the Florida Department of State on February 5, 2013, as amended on May 12, 2015, under Document No. L13000018492.

II. These Amended and Restated Articles of Organization were unanimously approved by the sole member of the Limited Liability Company.

III. The effective date of these Amended and Restated Articles of Organization shall be December 31, 2018.

IV. Upon the effective date set forth herein, the Articles of Organization of the Limited Liability Company and all amendments and supplements thereto are hereby superseded and replaced in their entirety with the Amended and Restated Articles of Organization, which are as follows:

ARTICLE I - Name

The name of the Limited Liability Company is **FHSP HOLDINGS, LLC**.

ARTICLE II - Address

The street and mailing address of the principal office of the Limited Liability Company is:

744 6th Avenue South
St. Petersburg, FL 33701

ARTICLE III- Purpose:

The Limited Liability Company is formed exclusively for charitable and educational purposes, including the making of distributions for such purposes to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law). The Limited Liability Company will support equitable achievement of optimal health and well-being in disadvantaged, underserved and indigent populations within communities served by the Limited Liability Company and support improvement of population health of residents in the communities served by the Limited Liability Company through intervention, advocacy, research and education.

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ARTICLE IV - Registered Agent and Registered Address:

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

Randall H. Russell
744 6th Avenue South
St. Petersburg, FL 33701

ARTICLE V - Management:

The Limited Liability Company is a manager-managed limited liability company. The manager(s) will be appointed by the sole member.

ARTICLE VI - Exempt Operations:

All assets, property, income, revenue, and earnings of the Limited Liability Company shall be held, used, managed, devoted, expended, and applied at the discretion and judgment of the Member, to carry out the objectives and purposes of the Company. No part of the net earnings, if any, of the Limited Liability Company shall inure to the benefit of or be distributable to any private shareholder, director, officer or other private person; provided, however, that the Limited Liability Company shall be authorized and empowered to make payments and distributions in furtherance of its purposes and provided further, that nothing herein contained shall be construed to prevent the payment of fees, salaries or other remunerations to the Member, officers or other persons, firms or corporations. No substantial part of the activities of the Limited Liability Company shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Limited Liability Company shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in these Articles of Organization, the Limited Liability Company shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Limited Liability Company.

ARTICLE VI - Dissolution:

Upon any dissolution of the Limited Liability Company, the Member of the Limited Liability Company shall, after paying or making provision for the payment of all liabilities of the Limited Liability Company, dispose of all of the assets of the Limited Liability Company exclusively for the purposes of the Limited Liability Company in such a manner or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify the organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) as the Member shall determine.

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IN WITNESS WHEREOF, the undersigned, as Chief Executive Officer of the Manager and Member, has executed these Amended and Restated Articles of Organization as of this 21st day of December 2018.

FOUNDATION FOR A HEALTHY ST.
PETERSBURG, INC.

By: 

Randall H. Russell, Chief Executive Officer

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