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13:07 Driver, McAfee, Peek & Hawthorne

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Division of Corporations

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**FLORIDA LIMITED LIABILITY CO.  
SVF 5355 Shorecrest, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
SVF 5355 SHORECREST, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is SVF 5355 Shorecrest, LLC (the "Company").

**ARTICLE II - ADDRESSES**

The street address of the principal office is:

1 Shircliff Way  
Jacksonville, Florida 32204

The mailing address of the Company is:

2 Shircliff Way  
Suite 600  
Jacksonville, Florida 32204

**ARTICLE III - PURPOSE**

The Company is organized and shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Further the Company is organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of St. Vincent's Health System, Inc., St. Vincent's Medical Center, Inc., a Florida not for profit corporation, St. Catherine Labouré Manor, Inc., a Florida not for profit corporation, and St. Vincent's Foundation, Inc., a Florida not for profit corporation (collectively, the "Non-profit Corporations"). Specifically, and without limiting the generality of the preceding sentence, the Company's purposes shall include the following:

- (a) Serve in the health ministry of the Roman Catholic Church and carry out its mission;
- (b) Promote a healthy and just society through community-based networks and collaboration with those who share the values of the Non-profit Corporations;

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Driver, McAfee, Peek & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
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(c) Engage in any lawful activities within the purposes and powers for which a company may be organized under the Florida Limited Liability Company Act, which are in the furtherance of or in support of the charitable purposes of the organizations described in this Article; and

(d) Solicit and collect contributions for, distribute funds to, and otherwise support the purposes of those entities described in this Article, including owning and managing investments and donated properties in furtherance of the foregoing purposes.

Notwithstanding the generality of the foregoing, the powers of the Company shall be subject to the following limitations and restrictions:

(x) The Company shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(y) No part of the income, profit or assets of the Company shall inure to the benefit of, or be distributable to, directly or indirectly, its managers, officers, or other private persons; provided, however, that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles, and shall be authorized and empowered to make distributions to members who are organizations described in Section 501(c)(3) of the Code; and

(z) 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) any political campaign on behalf of any candidate for public office.

#### ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

#### ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

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#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (a) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Company's registered office, and (b) names Contega Business Services, LLC as the Company's registered agent at that address to accept service of process within the State of Florida.

#### ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

#### ARTICLE VIII - INDEMNIFICATION

(a) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or manager within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Company by action of its managers, in their sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its managers, in their sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the managers, the authority granted to the managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

(c) Provided, however, notwithstanding the foregoing paragraphs (a) and (b), that no such indemnification shall be permitted if such indemnification would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code 1986, as amended.

#### ARTICLE IX - COMPANY LIQUIDATION AND DISSOLUTION

Upon dissolution, the assets of this Company, after all debts and liabilities are paid, shall be distributed in furtherance of the Company's purposes contained in these Articles, including a distribution to a government entity or an organization described in Section 501(c)(3) of the Code, which organization may be the member of the Company. In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction,

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distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Company.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this 19<sup>th</sup> day of September, 2013.



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Matthew S. McAfee, Authorized Representative

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby (a) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (b) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: September 19, 2013

**CONTEGA BUSINESS SERVICES, LLC**

By: 

Matthew S. McAfee, Executive Vice President

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