

1170000710456

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

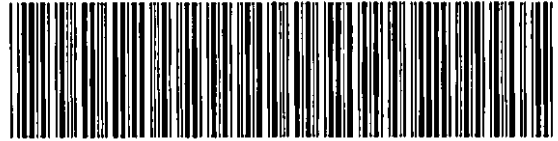
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800318194798

09/10/18--01011--023 **25.00

FILED
2018 SEP 10 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE
SEP 13 2018

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Flagler Home Care, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Angela Mc Gough
Name of Person

Flagler Hospital, Inc., Legal Affairs
Firm/Company

400 Health Park Blvd.
Address

St. Augustine, Florida 32086
City/State and Zip Code

angela.mc Gough@flaglerhospital.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Angela Mc Gough at (904) 819-5233
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$25.00 Filing Fee ☐ \$30.00 Filing Fee & Certificate of Status ☐ \$55.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$60.00 Filing Fee & Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

2010 SEP 10 PM 2:56
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FLAGLER HOME CARE, LLC**

A. The name of the limited liability company is Flagler Home Care, LLC (the "Company").

B. The Articles of Organization of the Company were filed with the Florida Secretary of State on April 6, 2017, and assigned Florida document number L17000076456.

C. The Articles of Organization of the Company are hereby amended and restated in their entirety to read as follows:

**ARTICLES OF ORGANIZATION
OF
FLAGLER HOME CARE, LLC**

The undersigned organizer, who is President of Flagler Home Care, LLC (the "Company"), hereby adopts the following Amended and Restated Articles of Organization pursuant to the Florida Revised Limited Liability Company Act.

ARTICLE I - NAME

The name of the Company is Flagler Home Care, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street address and the mailing address of the principal office of the Company are 400 Health Park Boulevard, St. Augustine, Florida 32086.

ARTICLE III - PURPOSES

The purposes for which the Company is organized are:

(a) To exist and operate exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any subsequent federal tax laws, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. No part of the net earnings of the Company

FILED
2018 SEP 10 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

shall inure to the benefit of or be distributable to its managers or officers or to other private persons, except 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 above.

(b) To provide home care and other health care and medically related services to sick, injured or disabled persons by operating a home health care business licensed by the AHCA, which will be located in St. Johns County, Florida, to serve patients throughout Company's geographical service area.

(c) To operate without regard to race, creed, age, sex, religion or national origin.

(d) To carry out its functions such that no substantial part of the Company's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Company shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(e) To conduct any lawful business or activity that is not specifically prohibited by these Articles of Organization. Notwithstanding the forgoing (i) no part of the assets, income or profits of the Company shall be distributable to, or inure to the benefit of, its Members, managers, officers, employees or any private individual, except to the extent permitted for organizations described in Section 501(c)(3) of the Code; (ii) the Company's assets may only be transferred (whether directly or indirectly) to a nonmember (other than a tax exempt organization under Section 501(c)(3) of the Code, governmental unit or wholly owned instrumentality of a state or political subdivision thereof) in exchange for fair market value; (iii) the Company is prohibited from merging with, or converting into, an entity that is not a tax exempt organization under Section 501(c)(3) of the Code; and (iv) the Company shall not carry on any other activities not permitted to be carried on (A) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (B) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

The Company shall be operated exclusively to further the exempt purposes of its Members.

ARTICLE IV – MEMBERS

The Company's Members shall be Flagler Health Network, LLC and St. Johns County Welfare Federation d/b/a Bayview Home Health of St. Augustine, each of which is a tax exempt organization under Section 501(c)(3) of the Code. The Company's Members shall be limited to tax exempt organizations under Section 501(c)(3) of the Code, governmental units or wholly owned instrumentalities of a state or political subdivision thereof. No Member shall transfer (whether directly or indirectly) any of its Membership Interests in the Company to a transferee other than a tax exempt organization under Section 501(c)(3) of the Code, governmental unit or wholly owned instrumentality of a state or political subdivision thereof. If a Member ceases to be a tax exempt organization under Section 501(c)(3) of the Code, governmental unit or wholly

FILED
2018 SEP 10 PM 2:35
CLERK OF DISTRICT COURT
ST. JOHNS COUNTY, FLORIDA

owned instrumentality of a state or political subdivision thereof (i) the Company shall not distribute any assets to such Member, except in exchange for fair market value, and (ii) within 90 days from the date such Member ceases to be a tax exempt organization under Section 501(c)(3) of the Code, governmental unit or wholly owned instrumentality of a state or political subdivision thereof, such Member shall (a) forfeit its interest in the Company or (b) sell its interest in the Company to a tax exempt organization under Section 501(c)(3) of the Code, governmental unit or wholly owned instrumentality of a state or political subdivision thereof. The Company's Members shall expeditiously and vigorously enforce all of their rights in the Company and shall pursue all legal and equitable remedies to protect their interests in the Company.

ARTICLE V – INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Jeff Hurley, 400 Health Park Boulevard, St. Augustine, Florida 32086.

ARTICLE VI – MANAGEMENT AND INITIAL MANAGERS

The Company shall be managed by or under the direction of a Board of Managers. The Board of Managers shall carry out the purposes of the Company in compliance with these Articles of Organization and the Company's Operating Agreement. The method of appointment or election of Managers shall be as stated in the Operating Agreement of the Company. The names and addresses of the initial members of the Board of Managers are:

<u>Name</u>	<u>Address</u>
Miguel Machado, MD	400 Health Park Boulevard St. Augustine, Florida 32086
Carlton A. DeVoght	400 Health Park Boulevard St. Augustine, Florida 32086
Jason Barrett	400 Health Park Boulevard St. Augustine, Florida 32086
Murray S. Marsh	400 Health Park Boulevard St. Augustine, Florida 32086
Dr. Larry Lake	400 Health Park Boulevard St. Augustine, Florida 32086

FILED
2010 SEP 10 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - DISSOLUTION

Upon dissolution of the Company, the Company's assets will continue to be devoted to tax-exempt purposes. Upon the termination, dissolution or winding up of the Company, the

Board of Managers shall, after paying or making provision for the payment of all liabilities of the Company, distribute all assets of the Company to one or more organizations selected by the Board of Managers organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine.

ARTICLE VIII - AMENDMENTS

The Board of Managers may amend, alter or repeal any provision of these Articles of Organization in the manner now or hereinafter provided by Florida law. Any amendments to these Articles of Organization or the Company's Operating Agreement shall be consistent with Section 501(c)(3) of the Code.

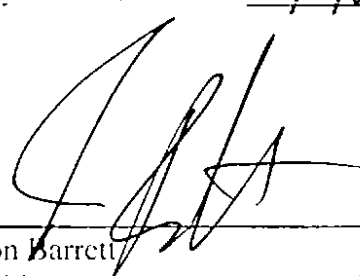
ARTICLE IX INDEMNIFICATION

Managers and officers of the Company shall be, and other employees, agents, attorneys and representatives of the Company may be, indemnified to the full extent permitted by Florida law.

D. There are no other amendments to the Articles of Organization, except as stated above.

E. This Amendment and Restatement of the Articles of Organization of the Company has been duly executed and is being filed in accordance with Section 605.0202, Florida Statutes.

IN WITNESS WHEREOF, the Company has caused this Amendment and Restatement of the Articles of Organization to be signed in its name by its President on 9/4/2018, 2018.



Jason Barrett
President

FILED
2018 SEP 10 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA