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Email Address: jeff.hurley@flaglerhospital.org

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
FLAGLER HEALTH NETWORK, LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FLAGLER HEALTH NETWORK, LLC**

- A. The name of the limited liability company is Flagler Health Network, LLC (the "Company").
- B. The Articles of Organization of the Company were filed with the Florida Secretary of State on May 17, 2017, and assigned Florida document number L17000108402.
- C. The Articles of Organization of the Company were previously amended and restated on April 3, 2018.
- D. The Articles of Organization of the Company are hereby amended and restated in their entirety to read as follows:

**ARTICLES OF ORGANIZATION
OF
FLAGLER HEALTH NETWORK, LLC**

The undersigned organizer, who is the authorized representative of Flagler Health Network, LLC (the "Company"), under the Florida Revised Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Flagler Health Network, 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 Company is organized, and at all times thereafter is operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Flagler Hospital, Inc., a Florida not for profit corporation, which is a tax exempt organization recognized as a public

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charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is not a private foundation under Section 509(a)(1) of the Code.

Notwithstanding the forgoing, (i) 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, and (ii) 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.

ARTICLE IV - MEMBERS

The Company's sole Member shall be Flagler Hospital, Inc., a Florida not-for-profit corporation. 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. The Company shall be operated exclusively to further the exempt purposes of its Members. 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 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, (ii) within ninety (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, and (iii) such Member's rights in the Company shall be terminated within ninety (90) days from the date that such Member's tax exemption is revoked. 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

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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>
Jason Barrett	400 Health Park Boulevard St. Augustine, Florida 32086
Murray S. Marsh, Jr.	400 Health Park Boulevard St. Augustine, Florida 32086
Dr. Miguel Machado	400 Health Park Boulevard St. Augustine, Florida 32086
Carlton DeVoght	400 Health Park Boulevard St. Augustine, Florida 32086
Jeff Hurley	400 Health Park Boulevard St. Augustine, Florida 32086

ARTICLE VII - DISSOLUTION

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 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.

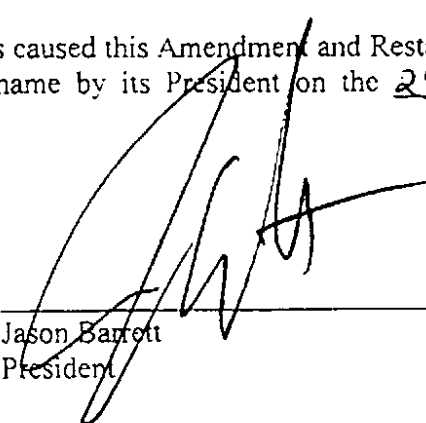
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E. There are no other amendments to the Articles of Organization, except as stated above.

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 the 24 day of August, 2020.



Jason Barrett
President

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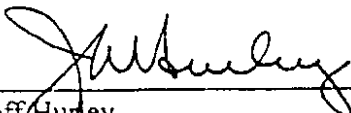
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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, Flagler Health Network, LLC, a Florida limited liability company, submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Flagler Health Network, LLC.
2. The name and address of the registered agent and office are Jeff Hurley, 400 Health Park Boulevard, St. Augustine, Florida 32086.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.



Jeff Hurley

Date: August 24, 2020

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