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Email Address: Jeff.Hurley@flaglerhospital.org

LLC AMND/RESTATE/CORREC^T OR M/MG RESIGN
FLAGLER HEALTH ENTERPRISE, LLC

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J. HARRIS

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

A. The name of the limited liability company is Flagler Health Enterprise, 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 L17000108412.

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 HEALTH ENTERPRISE, LLC**

The undersigned organizer, who is the authorized representative of Flagler Health Enterprise, 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 Enterprise, 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 solely 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 shall inure to the

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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 and to establish, support, manage and furnish, directly or indirectly, facilities to provide diagnosis, medical, surgical and hospital care, extended care, outpatient care, home care and other hospital, health care, and medically related services to sick, injured or disabled persons.

(c) To own, lease, operate, or manage any asset or facility and to participate in any activity designed or carried on to promote the general health of persons.

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

(e) To own stock in, be a member of, or otherwise control companies engaged in health-related activities.

(f) To coordinate the activities of all entities owned or controlled by it, including engaging in organization, planning and budget review, and overseeing operations.

(g) To make grants to other charitable organizations.

(h) 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.

(i) To have and exercise all powers of any limited liability company under the laws of the State of Florida, as in effect from time to time. Notwithstanding the forgoing, 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 Section 501(c)(3) organizations under the Code.

(j) To conduct any lawful business or activity that is not specifically prohibited by these Articles of Organization, except that the Company shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (iii) by a not for profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes or any successor thereto.

(k) To support and/or perform the functions of or to carry out the purposes of any health care facility or entity that is controlled by it or is affiliated with it.

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ARTICLE IV - MEMBERS

The Company's sole Member shall be Flagler Hospital, Inc., a Florida not-for-profit corporation.

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> |
|----------------------|---|
| Matt Baker | 400 Health Park Boulevard St. Augustine, Florida 32086 |
| Bill Kopf | 400 Health Park Boulevard St. Augustine, Florida 32086 |
| Jason Barrett | 400 Health Park Boulevard St. Augustine, Florida 32086 |
| Murray S. Marsh, Jr. | 400 Health Park Boulevard St. Augustine, Florida 32086 |
| John Franks | 400 Health Park Boulevard St. Augustine, Florida 32086 |

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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

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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.

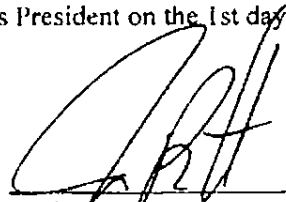
**ARTICLE IX:
INDEMNIFICATION**

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 the 1st day of December, 2017.



Jason Barrett
President

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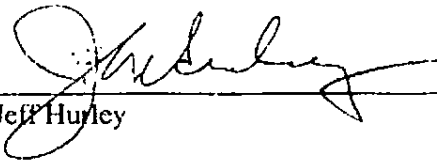
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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, Flagler Health Enterprise, 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 Enterprise, 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: December 1, 2017

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