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Vero Beach Wesleyan, LLC

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**ARTICLES OF ORGANIZATION OF VERO BEACH  
WESLEYAN, LLC**

**A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby certifies that these Articles have been executed for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights and privileges, and immunities of limited liability companies. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**Article I: NAME**

The name of the Limited Liability Company is: **Vero Beach Wesleyan, LLC**

**Article II: ADDRESS**

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

1750 20<sup>th</sup> Street  
Vero Beach, Florida 32960

**Article III: REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S  
SIGNATURE**

The name and the Florida street address of the registered agent is:

Michael J. Swan, Esq.  
Rossway Swan Tierney Barry Lacey & Oliver, P.L.  
2101 Indian River Boulevard, Suite 200  
Vero Beach, FL 32960

*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*

ARTICLES OF ORGANIZATION OF VERO BEACH WESLEYAN, LLC  
JUNE \_\_, 2019

REBECCA F. EMMONS, ESQ.  
ROSSWAY SWAN TIERNEY BARRY LACEY & OLIVER, P.L.  
2101 INDIAN RIVER BOULEVARD, SUITE 200, VERO BEACH, FLORIDA 32960  
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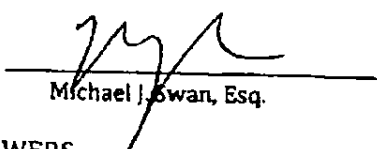
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*statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

#### ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of **Vero Beach Wesleyan, LLC** and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 608.

  
Michael J. Swan, Esq.

#### Article IV: PURPOSES AND POWERS

The general nature of the business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

- A. To engage in activities exclusively for charitable, scientific, literary or educational purposes, including, for such purposes, the making of distributions under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") or corresponding provisions of any subsequent tax laws. The company may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a limited liability company under Florida Statutes and which are not inconsistent with the its member's qualification under Section 501(c)(3) of the Code.
- B. In general, to carry on any and all incidental business; to have and to exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth herein to the same extent as a natural person might or could do.
- C. To sue and be sued and appear and defend in all actions and proceedings in its company name to the same extent as a natural person.
- D. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- E. To make contracts and incur liabilities, borrow money at such rates of interest as the company may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- F. To purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

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G. To acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.

H. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

I. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign business entities, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

J. To lend money for its company purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by section 617.0833 of the Florida Statutes.

K. To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

L. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

M. To merge with other business entities, both for profit and not-for-profit, domestic and foreign, if the surviving business entity is a business entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that permits such a merger.

N. To provide distribution of assets to its members provided that such members continue to be an entity described in Section 501(c)3 of the Code or a governmental unit or wholly owned instrumentality of a state or political subdivision thereof.

The several clauses contained in this statement of the general nature of the business to be transacted shall be construed as both purposes and powers of this limited liability company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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**Article V: MANAGEMENT and MEMBERSHIP**

This limited liability company is a manager-managed limited liability company. The name and address of the initial manager is as follows:

Tim Calahan  
2307 Seville Avenue  
Vero Beach, FL 32960

The name and address of the sole member of the LLC is as follows:

FIRST UNITED METHODIST CHURCH OF VERO BEACH, INC.

1750 - 20<sup>TH</sup> Street  
Vero Beach, Florida 32960

**Article VI: TRANSFER OF MEMBERSHIP INTERESTS**

A member's interest is assignable in whole or in part provided that such assignee is an Internal Revenue Code Section 501(c)(3) organization or a governmental unit or wholly owned instrumentality of a state or political subdivision thereof. The assignee of a member's interest shall not become a member of the company, upon assignment, and is only entitled to receive the distributions and return of capital, and to be allocated any profits or losses to which the assigning member was entitled, to the extent assigned. An assignee may become a member upon the approval of the Manager and a majority of the members. If so admitted, the assignee shall have all the rights and powers and shall be subject to all the restrictions and liabilities of the assigning member.

**Article VII: MEMBERSHIP CERTIFICATES**

The company may, but is not obligated to, issue certificates of membership interest.

**ARTICLE VIII: AMENDMENTS TO ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended from time to time only by a written instrument adopted by the affirmative approval or consent of a majority of the members. Such amendment or modification shall not include any provisions which shall be inconsistent with Section 501(c)(3) of the Code or which would be inconsistent with its member's qualification under Section 501(c)(3) of the Code.

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**ARTICLE IX: CONTINGENCY PLAN**

In the event one or more of the members of the company cease at any time to be an organization described in Section 501(c)3 of the Code or governmental unit or wholly owned instrumentality of a state or political subdivision thereof, then all of the company's interest and assets shall be transferred to Indian River Memorial Hospital, Inc., a Florida not for profit corporation, with a principal address of 1000 36<sup>th</sup> Street, Vero Beach, Florida 32960. Such transfer shall be effectuated in manner consistent with Section 501(c)3 of the Code and with the new member's qualification under Section 501(c)3 of the Code.

**ARTICLE X: MISCELLANEOUS**

No part of the net earnings of the company shall inure to the benefit of, or be distributable to its members, directors, officers, or 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 of the company. No substantial part of the activities of the company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. Notwithstanding any other provision of these articles, the company shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under section 501(c)(3) of the Code, or (b) by an entity, contributions to which are deductible under section 170(c)(2) of the Code.

In the event of dissolution of the company, the members shall, after paying or making provisions for the payment of all of the liabilities of the company, dispose of all the assets of the company exclusively for the purposes of the company, as the members shall determine, in such manner as required by section 501(c)(3) of the Code and in accordance with the statutes of the State of Florida.

No member of the company shall be personally liable to the company for monetary damages for or arising out of a breach of fiduciary duty as a manager, officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a manager, officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the manager's or director's duty of loyalty to the company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the manager, officer or director derived an improper personal benefit.

The company may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a manager, officer or director of the company against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become

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involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the company; and further provided that any compromise or settlement payment shall be approved by the company.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a member, officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the company and the indemnified managers, officers and directors. No amendment or repeal of this provision that adversely affects the right of an indemnified manager, officer or director shall apply to such manager, officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

The undersigned, being the original member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of Vero Beach Wesleyan, LLC.

Executed at Vero Beach, Indian River County, Florida on July 1 2019.

**MEMBER:**

**FIRST UNITED METHODIST CHURCH OF VERO  
BEACH, INC.,**  
a Florida non-profit corporation

By: Tim Calahan, Trustee

Tim Calahan, Trustee

The undersigned hereby agrees to serve as Manager for this LLC.

Executed at Vero Beach, Indian River County, Florida on July 1 2019.

Tim Calahan  
Tim Calahan

ARTICLES OF ORGANIZATION OF VERO BEACH WESLEYAN, LLC  
JUNE \_\_, 2019

REBECCA P. EMMONS, ESQ.  
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