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FLORIDA LIMITED LIABILITY CO.
Jacksonville University Student Health Center, LLC

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**ARTICLES OF ORGANIZATION
OF
JACKSONVILLE UNIVERSITY STUDENT HEALTH CENTER, LLC**

Pursuant to the Florida Limited Liability Company Act, Chap. 605.0201, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be Jacksonville University Student Health Center, LLC.

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 2800 University Blvd North, Jacksonville, FL 32211.

**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"). Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- (a) 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;
- (b) 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 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

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payments and distributions in furtherance of the purposes set forth in these Articles of Organization, and shall be authorized and empowered to make distributions to members who are organizations described in Section 501(c)(3) of the Code; and

- (c) 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 MANAGEMENT

The Company shall be a manager-managed company. Pursuant to Section 605.04074, 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. ThirtyFour Oaks Holding, LLC shall be the initial Manager of the Company.

ARTICLE V EFFECTIVE DATE

These Articles of Organization shall be effective as of the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE VI REGISTERED AGENT

The initial registered office of this Company shall be 1500 Riverside Avenue, Jacksonville, Florida 32204, and its initial registered agent at such office shall be Alexander Degance Barnett.


ARTICLE VII INDEMNIFICATION

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, member or officer of the

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Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager, member or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance reasonable indemnification expenses (including attorneys' fees and costs) for actions taken in the capacity of such person as a manager, member or officer 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.

IN WITNESS WHEREOF, the undersigned, as an authorized representative for a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §605.0203 of the Act.



Randy Freebourn

Authorized Representative

Dated: June 18, 2020

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, we hereby agree to accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

DATED this 22 day of June, 2020.

ALEXANDER DEGANCE BARNETT

By: 

Mark Alexander, Partner