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☐ PICK-UP

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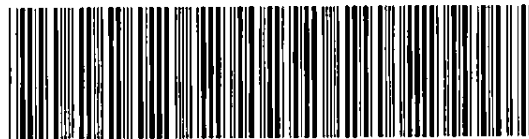
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL

15

Holland & Knight

Requester's Name
315 South Calhoun Street, suite 600

Address
Tallahassee, FL 32301 (850)425-5686
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lee Mergeco, LLC (Document #)
(Corporation Name)
2. _____ (Document #)
(Corporation Name)
3. _____ (Document #)
(Corporation Name)
4. _____ (Document #)
(Corporation Name)

2024 OCT 10 11:09:47

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: LEE MERGECO, LLC
Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Ty Jackson, Esq.
Name of Person
Holland & Knight LLP
Firm/Company
315 S. Calhoun Street, Suite 600
Address
Tallahassee, FL 32301
City/State and Zip Code
ty.jackson@hklaw.com
E-mail address: (to be used for future annual report notification)

2024 OCT 13 PM 9:47

For further information concerning this matter, please call:

Ty Jackson 850 425-5632
Name of Person at Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee
☒ \$130.00 Filing Fee & Certificate of Status
☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
New Filing Section Division
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ARTICLES OF ORGANIZATION
OF
LEE MERGECO, LLC**

The undersigned, being a duly authorized representative of the Sole Member, desiring to form a limited liability company under and pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, as amended (the "Act"), does hereby adopt and submit for filing the following Articles of Organization (the "Articles"):

1. Name. The name of the limited liability company is Lee MergeCo, LLC (the "Company").

2. Duration. The Company shall exist perpetually. The existence of the Company commences on the date and at the time when these Articles of Organization are filed with the Florida Department of State, Division of Corporations.

3. Members. The Company shall have one (1) member as of the date of the filing of these Articles. The sole member (the "Sole Member") of the Company shall be Lee Memorial Health System, a special-purpose unit of local government and an independent special healthcare district of the State of Florida exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), by reason of being described in Section 501(c)(3) of the Code.

4. Federal Tax Classification. The Company shall be disregarded as an entity separate from its Sole Member for federal income tax purposes pursuant to United States Treasury Regulations Section 301.7701-3(b)(1)(ii) and will not elect to be classified as an association taxable as a corporation under the provisions of United States Treasury Regulations Sections 301.7701-3(a) and (c).

5. Mailing Address and Principal Office Address. The mailing address and street address of the principal office of the Company is 4211 Metro Parkway, Fort Myers, Florida 33916.

6. Registered Agent and Office. The name of the Company's initial registered agent is CT Corporation System. The street address of the Company's initial registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324.

7. Management. The Company will be member-managed.

8. Purposes and Powers.

a. The Company is irrevocably dedicated to, and is organized and shall be administered and operated exclusively for, charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Without limiting the foregoing, the Company is organized to assist its Sole Member in further accomplishing its own charitable purposes and the purposes for which the Company has been formed.

b. The Company shall be empowered to do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Company and in connection therewith to exercise any of the powers granted to limited liability companies under the Act which are consistent with its Sole Member's status as an organization (i) exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and (ii) to which contributions are deductible under Section 170(c)(2) of the Code. Accordingly, the Company shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Code and more particularly described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Sections 170(c)(2), 642(c), 2055, or 2522 of the Code.


c. No part of the Company's net earnings shall inure to the benefit of, or be distributable to, any director, officer, or other private person, provided the Company shall be authorized and empowered to pay reasonable compensation for services rendered and for goods purchased. No substantial part of the activities of the Company shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf or in opposition to any candidate for public office.

d. Notwithstanding any other provision in these Articles to the contrary or otherwise, in no event shall the Company have or exercise any power, or engage directly or indirectly in any activity, that would invalidate the status of its Sole Member as an organization exempt from federal income tax under Section 501(a) of the Code and described in Section 501(c)(3) of the Code.

9. Distribution of Assets Upon Dissolution. Upon dissolution of the Company, after paying or making provision for the payment of all of the obligations and liabilities of the Company, all of the assets of the Company shall be distributed to the Sole Member as long as the Sole Member is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code at the time of such dissolution distribution. If the Sole Member is not exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code at the time of such dissolution distribution or if it is not in existence at the time of such dissolution distribution, all of the assets of the Company, after paying or making provision for the payment of all of the obligations and liabilities of the Company, shall be transferred to one or more nonprofit corporations or associations having a similar or analogous character or purpose to that of the Sole Member; provided, however, that any such transferee shall be exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and contributions to such nonprofit corporations or associations shall be deductible as charitable contributions by reason of Section 170 of the Code, or shall be distributed to the federal, state, or local government for a public purpose.

[Signature on Following Page]

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization on this 18 day of October, 2024.



Ty Jackson
Authorized Representative
ty.jackson@hklaw.com

2024 OCT 18 PM 9:47

10/18/2024

**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT
OF
LEE MERGECO, LLC**

Pursuant to the provisions of Chapter 605 of the Florida Statutes, Lee MergeCo, LLC (the "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 **Lee MergeCo, LLC**.
2. The registered office and registered agent of the Company in the State of Florida is:

CT Corporation System.
1200 South Pine Island Road
Plantation, Florida 33324.

2024 OCT 18

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and accepts the duties and obligations of Section 605.0113 of the Florida Statutes.

CT CORPORATION SYSTEM

Date: 10/18/2024

By: Kathryn A. Widdoes
Name: Kathryn A. Widdoes
Title: Assistant Secretary