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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FLAGLER HEALTH CARE FOUNDATION, INC.**

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**ARTICLES OF RESTATEMENT AND  
CERTIFICATE OF SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
FLAGLER HEALTH CARE FOUNDATION, INC.**

The undersigned, on behalf of Flagler Health Care Foundation, Inc., a Florida not for profit corporation (the "Corporation"), does hereby certify to the Florida Department of State:

1. The name of the corporation whose Articles of Incorporation are being amended and restated pursuant to Sections 617.1002 and 617.1007, Florida Statutes, is Flagler Health Care Foundation, Inc.

2. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A (the "Restated Articles").

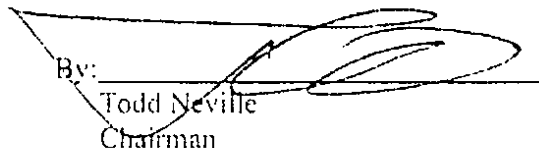
3. The Restated Articles contain amendments to the Articles of Incorporation requiring member approval. The Member of the Corporation adopted the Restated Articles on August 24, 2023, and the number of votes cast for the amendment was sufficient for approval.

4. The effective date of the Restated Articles shall be on September 1, 2023 or later, the date upon which the Restated Articles are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned director of the Corporation has caused this certificate to be executed on behalf of the Corporation this 28<sup>th</sup> day of August, 2023.

**FLAGLER HEALTH CARE  
FOUNDATION, INC.**  
a Florida not-for-profit corporation

By: Flagler Hospital, Inc., its sole member

By:   
Todd Neville  
Chairman

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLAGLER HEALTH CARE FOUNDATION, INC.  
(a Florida not for profit corporation)**

**Effective Date: September 1, 2023**

**ARTICLE I**

**Name**

The name of the Corporation is Flagler Health Care Foundation, Inc. (the "Corporation").

**ARTICLE II**

**Purpose**

The Corporation is organized as a private, not for profit corporation under Chapter 614, Florida Statutes, as it now exists or is subsequently amended or superseded, for the following purposes:

A. To primarily support the health affairs mission of the University of Florida Board of Trustees, including, but not limited to, providing health care services, health care education, and research for the benefit of Florida citizens in a manner consistent with Section 1004.41, Florida Statutes, as it now exists or is subsequently amended or superseded.

B. To specifically benefit and support of, to perform the functions of, or to carry out the purposes of Flagler Hospital, Inc., a Florida non for profit corporation ("Flagler Hospital"), and such other exempt organizations controlled by or affiliated with Flagler Hospital, as qualify for "public charity" status pursuant to Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (hereinafter referred to as the "Code"), by assisting said organizations in fund raising and fund management, making grants, gifts and other distributions to said organizations, and by engaging in such other activities as may benefit or further the purpose of said organizations.

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C. To engage in any and all activities consistent with and in furtherance of the above purposes which may be carried out by a supporting organization which qualifies under Section 509(a)(3) of the Code.

D. To operate exclusively for such charitable, scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under that Code.

In furtherance of the above purposes, the Corporation shall have and may exercise any all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation qualifying as a supporting organization under Section 509(a)(3) of the Code.

### ARTICLE III

#### Membership

The Corporation has a membership distinct from its Board of Trustees. The Sole Member of the Corporation is Flagler Hospital, Inc., a Florida not for profit corporation (the "Sole Member").

### ARTICLE IV

#### Board of Trustees

Subject to the powers and authority reserved to the Sole Member in these Articles and in the Bylaws of the Corporation, the powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Trustees (the "Board"), consisting of up to 11

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persons, who shall be appointed and shall serve such terms and satisfy such qualifications as provided in the Bylaws of the Corporation. The Board may delegate responsibilities and duties to such officers, boards and committees as the Bylaws of the Corporation may set forth.

#### ARTICLE V

##### Compliance with University of Florida Governance Standards

Notwithstanding any term herein to the contrary, these Articles of Incorporation and the Bylaws of the Corporation (each as amended from time to time) will be consistent with the governance standards and other applicable rules of the University of Florida (together with its supporting entities) and the State of Florida Board of Governors (the "University Governance Standards"). including, without limitation, the right of the President and the Board of Trustees of the University to monitor and control the use of resources of the University of Florida.

#### ARTICLE VI

##### No Financial Benefit to Members

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings, properties or assets of the Corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or trustee of the Corporation, except that the Corporation 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 in Article II hereof.

#### ARTICLE VII

##### Dissolution

Upon the dissolution or winding up of the affairs of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, trust, corporation or other organization, which is

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organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE VIII

### Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be made and adopted only with the approval of the Sole Member of the Corporation; provided that, any such amendment shall become effective until has been approved by the University of Florida Board of Trustees.

## ARTICLE IX

### Powers of Sole Member

A. The Sole Member expressly reserves the following powers to be exercised by it in its sole discretion:

1. To select or replace and to remove, with or without cause, any director or officer of the Corporation; and

2. To amend or restate the Articles of Incorporation and Bylaws of the Corporation.

B. The Board may not, acting on behalf of the Corporation or as a member or shareholder of any subsidiary or affiliate of the Corporation, without the prior approval of the Sole Member of the Corporation:

1. Adopt or permit the adoption of any annual or long-term capital or operational expense budgets of the Corporation or of any affiliate or subsidiary of the Corporation or any changes therein exceeding in the aggregate during the relevant term of such budget five percent (5%) of the total annual expense budget;

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2. Adopt, or permit the adoption of, any new, or any changes to existing, long-term or master institutional plans of the Corporation or of any affiliate or subsidiary of the Corporation;

3. Adopt, or permit the adoption of, a plan of dissolution of the Corporation or any affiliate or subsidiary of the Corporation;

4. Authorize or permit the Corporation or any affiliate or subsidiary of the Corporation to engage in, or enter into, any transaction providing for the sale, lease, exchange, mortgage, pledge, creation of a security interest in or other disposition of all or substantially all of its assets;

5. Adopt, or permit the adoption of, a plan of merger or consolidation of the Corporation to any affiliate or subsidiary of the Corporation with another corporation;

6. Approve, or permit the approval of, any contribution, grant or loan in excess of Ten Thousand Dollars (\$10,000) in any fiscal year by the Corporation or any affiliate or subsidiary of the Corporation to any other organization or corporation other than the Sole Member of the Corporation;

7. Organize or acquire, or authorize or permit the organization or acquisition of, any subsidiary or affiliate of the Corporation; or

8. Authorize or permit the Corporation or any affiliate or subsidiary of the Corporation to enter into or perform any contract or engage in any

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transaction not specified above which involves greater than Twenty Thousand Dollars (\$20,000).

For purposes of this Article X(13), "affiliate" means any corporation, association, partnership, trust, joint venture or other entity directly or indirectly controlling or under common control with the Corporation, and "subsidiary" means any such entity directly or indirectly controlled by the Corporation. "Control" for these purposes shall mean the right to elect at least a majority of the members of the Board or other governing body of such entity.

C. The Sole Member (or its designee) shall, from time to time, select and appoint Executive Director of the Corporation, who shall have the responsibilities and satisfy the qualifications as the Bylaws of the Corporation set forth.

For the avoidance of doubt, the Bylaws of the Corporation may expand or increase the powers of the Sole Member set forth herein. Subject to the foregoing, the terms herein shall control to the extent there is a conflict between the terms herein and the Bylaws of the Corporation with respect to the powers of the Sole Member.

## ARTICLE X

### Private Foundation

A. Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.



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B. Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

C. Excess Building Holdings. The Corporation shall not retain any excess building holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

D. Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

E. Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

## ARTICLE XI

### Principal Office, Registered Agent and Registered Office

The street address of the principal office of the Corporation and the registered office of the Corporation is 400 Health Park Boulevard, St. Augustine, Florida 32086, and the registered agent is Thomas William Young at 3007 SW Williston Rd., Suite 1120, Gainesville, FL 32608.

## ARTICLE XII

### Mailing Address

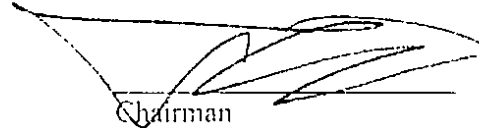
The mailing address of the Corporation is 400 Health Park Boulevard, St. Augustine, Florida 32086.

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IN WITNESS WHEREOF, the undersigned officer of the Sole Member of the Corporation has caused these Second Amended and Restated Articles of Incorporation to be executed on behalf of the Corporation this 28 day of August, 2023.

Todd Neville



Chairman

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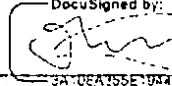
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**Exhibit A**

**Certificate of Acceptance of Appointment as Registered Agent**

The undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, F.S.

DocuSigned by:  
  
SA-DEATISSE10443  
Thomas William Young

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