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FLORIDA PROFIT/NON PROFIT CORPORATION

AHS Resource Personnel, Inc.

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**ARTICLES OF INCORPORATION
of
AHS RESOURCE PERSONNEL, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Corporate Name**

The name of this corporation is AHS Resource Personnel, Inc.
("Corporation").

**ARTICLE II
Corporate Nature**

The entity formed by these Articles of Incorporation is a nonprofit corporation organized solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), and in accordance with the provisions of the Florida Not-For-Profit Corporation Act (the "Act").

**ARTICLE III
Duration**

The term of existence of the Corporation shall commence on the filing of these Articles of Incorporation and shall continue thereafter in perpetuity.

**ARTICLE IV
Purposes; Corporate Powers**

The primary purpose for which this Corporation is formed is to employ healthcare personnel, administrative personnel and such other staff as is normal and customary in the operation of healthcare facilities and related businesses that are affiliated with Adventist Health System Sunbelt Healthcare Corporation, a not-for-profit corporation organized under the Act and recognized by the Internal Revenue Service as a 501(c)(3) organization.

In furtherance of its primary purpose, the Corporation shall operate as an integral part of the system of medical and educational organizations affiliated throughout the world with the Seventh-day Adventist Church and shall always operate its activities consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church.

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To facilitate the implementation and maintenance of its primary purpose, the Corporation shall have in addition to those corporate powers identified in Florida Statutes Section 617.0302, the power to:

- a. Solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise, and to sell and convert property, both real and personal, into cash;
- b. Purchase or acquire, own, hold, use, lease (either as Lessor or Lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate or encumber real and personal property;
- c. Borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;
- d. Enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit of amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision;
- e. Use the assets of this Corporation and the proceeds, income, rents and profits for any of the purposes for which this Corporation is formed and, without limiting the generality of the foregoing, for aid and assistance to and the benefit of Adventist, so long as such Corporation remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Code, as amended;
- f. Do all things necessary, expedient or appropriate to the accomplishment of any of the objectives and purposes for which this corporation is formed; and
- g. Operate exclusively and in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Code, as amended, or under any corresponding provision of any subsequent federal tax laws, governing the distributions to organizations qualified as tax-exempt organizations under the

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Code, including private foundations and private operating foundations.

Notwithstanding any of the above statements, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Article IV.

ARTICLE V
Management of Corporate Affairs

SECTION 5.1 Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors of not less than three (3) individuals. Each director shall have one (1) vote. Members of the Board of Directors shall be elected by the membership of this Corporation. The initial members of the Board of Directors are:

Rich Reiner, President
Multi-State Division
Adventist Health System
111 N. Orlando Avenue
Winter Park, FL 32789

Paul Rathbun, CFO
Multi-State Division
Adventist Health System
111 N. Orlando Avenue
Winter Park, FL 32789

T.L. Trimble, Vice President
Legal Services
Adventist Health System
111 N. Orlando Avenue
Winter Park, FL 32789

All members of the Board of Directors meet the requirements of North American Division Working Policy C-47.

SECTION 5.2 Officers. The membership shall elect the officers of the Corporation. The initial corporate officers shall be:

President: Rich Reiner
Multi-State Division
Adventist Health System
111 N. Orlando Avenue
Winter Park, FL 32789

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Vice President: Paul Rathbun, CFO
Multi-State Division
Adventist Health System
111 N. Orlando Avenue
Winter Park, FL 32789

Secretary: T.L. Trimble, Esq.
Legal Services
Adventist Health System
111 N. Orlando Avenue
Winter Park, FL 32789

The Board may appoint such other officers as the Bylaws of this Corporation may authorize from time to time.

ARTICLE VI
Earnings and Activities of Corporation

SECTION 6.1 Except as otherwise permitted by the Act and the Code, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 IV hereof.

SECTION 6.2 No substantial part of the activities of the Corporation 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.

SECTION 6.3 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United

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States Internal Revenue Law).

SECTION 6.4 Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

ARTICLE VII Distribution of Assets

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it shall not distribute gains, profits, or dividends to private individuals or entities (other than a member that is recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act or the Code). At all times this Corporation shall be organized and operated solely for nonprofit purposes. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to charitable purposes, and no part of the profits and net income of this Corporation shall ever inure to the benefit of any director, officer, or member (other than a member that is recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act or the Code) or to the benefit of any private shareholder or individual. On the dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of, shall be distributed to Adventist, provided Adventist remains a corporation organized and operated exclusively for charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Code, as amended, or in the event Adventist shall no longer be in existence or shall not meet the foregoing conditions, such assets shall be distributed to one or more organizations that are exempt under Section 501(c)(3) of the Code, as amended, or corresponding sections of any prior or future Code.

ARTICLE VIII Membership

The Corporation shall have one (1) class of members. Adventist shall be the sole corporate member of the Corporation. The member shall be entitled to one (1) vote on any matter for which the membership is entitled to vote.

This Corporation shall be a subordinate organization of Adventist.

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H11000174954 3**ARTICLE IX
Subscribers**

The name and residence address of the subscriber of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Tamara L. Trimble	111 North Orlando Avenue Winter Park, FL 32789

**ARTICLE X
Amendment of Bylaws**

The membership of the Corporation shall approve all amendments to the Bylaws.

**ARTICLE XI
Dedication of Assets**

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member (other than a member that is recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act or the Code) thereof, or to the benefit of any private individual.

**ARTICLE XII
Registered Agent and Office**

The address of the Corporation's registered office shall be 111 North Orlando Avenue, Winter Park, Florida 32789, and the name of its registered agent at said address shall be Tamara L. Trimble.

**ARTICLE XIII
Corporation's Principal Office**

The location of the Corporation's principal office is 111 N. Orlando Avenue, Winter Park, Orange County, FL 32789. The mailing address of the Corporation is 111 N. Orlando Avenue, Winter Park, Orange County, FL 32789.

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ARTICLE XIV
Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors; however, only amendments approved by the membership shall be effective.

I, the undersigned, being the subscriber and incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed the Articles of Incorporation this 6th day of July, 2011.



Tamara L. Trimble, Subscriber

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 617.0501, Florida Statutes.



Tamara L. Trimble
Registered Agent

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