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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BROWARD HEALTH ACO SERVICES, INC.**

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BROWARD HEALTH ACO SERVICES, INC.

In compliance with the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), the undersigned hereby submits these Amended and Restated Articles of Incorporation (the "Articles") for the purpose of amending and restating the Articles of Incorporation of BROWARD HEALTH ACO SERVICES, INC., a Florida not-for-profit corporation (the "Corporation"), and certifies as follows:

The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on July 5, 2013 (the "Original Articles") and assigned Document Number N13000006184. These Articles shall supersede and replace the Original Articles in their entirety.

ARTICLE I-NAME

The name of the Corporation shall be: BROWARD HEALTH ACO SERVICES, INC. (the "Corporation").

ARTICLE II-PURPOSES

This Corporation is a not-for-profit corporation formed under Chapter 617 of the Florida Statutes, organized and to be operated, and the business and objects to be carried on by it, exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To provide health care services through independent contractors and others (known as participating providers and suppliers) to patients who include, but are not limited to, Medicare beneficiaries pursuant to agreements with third party payors who include, but are not limited to, the Center for Medicare and Medicaid Services. In no event, however, will any of the relationships with participating providers and suppliers referred to above be a partnership or joint venture in violation of Article VII, Section 10 of the Florida Constitution;
- (b) To form one or more wholly owned limited liability companies for the purpose of managing and operating programs with different payors as separate divisions; and
- (c) To conduct any and all lawful affairs and business incident to the purpose for which this Corporation is organized.

In no event shall this Corporation engage in any activity which would be contrary to the activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of

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a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation or goods or property actually sold or leased to the Corporation.

#### ARTICLE III-MEMBERS

This Corporation's sole Member shall be the North Broward Hospital District, a special taxing district of the State of Florida (the "Member").

#### ARTICLE IV-NON STOCK CORPORATION

This Corporation shall have no capital stock.

#### ARTICLE V-OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Directors shall be appointed by the Member. The number of Directors shall be fixed from time to time by the Member. A Director may be removed by the Member with or without cause.

The Board of Directors shall consist of not less than five nor more than nine members. The number of Directors shall be fixed from time-to-time as set forth in the By-Laws of the Corporation. At such time as the Corporation may proceed to apply to operate a Medicare Accountable Care Organization, one such Director shall be a Medicare beneficiary who is served by the Corporation and another such Director shall be a physician who, at all times during his or her directorship, has in force an agreement with the Corporation to participate in the Corporation's programs. All Directors shall comply with the Corporation's Conflict of Interest Policy.

The officers of the Corporation shall consist of a President, Vice President, Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1<sup>st</sup> day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.

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ARTICLE VI-INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation shall indemnify any Director or Officer who by virtue of his or her being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his or her duties to this Corporation. Indemnification shall be for all reasonable expenses, including any and all attorneys and paralegal fees and costs, incurred as a result of such action or proceeding.

ARTICLE VII-BY-LAWS

The By-Laws of the Corporation may be altered or rescinded solely by vote of the Member at the annual meeting of the Member or at a duly called meeting of the Member.

ARTICLE VIII-AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX-EARNINGS

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 II hereof.

ARTICLE X-DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, the Member, or if such organization has ceased to exist, to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which provides health care services to the residents of Northern Broward County, Florida.

ARTICLE XI-REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be: 1800 N.W. 49<sup>th</sup> Street, Fort Lauderdale, Florida 33309.

The name of the registered agent of this Corporation shall be Linda Epstein at that address.

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ARTICLE XII-CORPORATION'S PRINCIPAL OFFICE AND/OR  
MAILING ADDRESS

The principal office and/or mailing address of this Corporation shall be: 1800 N.W. 49<sup>th</sup> Street, Fort Lauderdale, Florida 33309.

ARTICLE XIII-RESERVED POWERS

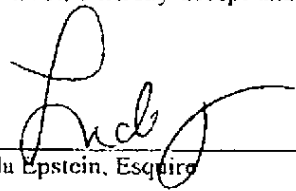
The following actions must be approved by a majority of the Board of Directors of the Corporation and submitted to the Member for approval:

- (a) A merger or other combination of the Corporation with any entity;
- (b) The sale, or entering into an agreement to sell, mortgage, or grant a security interest in or otherwise dispose of assets of the Corporation in the amount of \$250,000 or more;
- (c) Adoption of a plan of liquidation and dissolution;
- (d) Incurrence of any indebtedness in the amount of \$250,000 or more;
- (e) Issuance of membership interests in the Corporation;
- (f) Entering into any contract or agreement requiring payments in the amount of \$250,000 or more; and
- (g) Payment of compensation to the Directors of the Corporation.

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Amended and Restated Articles of Incorporation of BROWARD HEALTH ACO SERVICES, INC., I hereby accept and agree to act in this capacity.

By:

  
Linda Epstein, Esquire

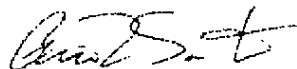
Dated: September 3<sup>rd</sup>, 2019

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CERTIFICATE RE: MEMBER APPROVAL OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF BROWARD HEALTH ACO SERVICES, INC.

The foregoing Amended and Restated Articles of Incorporation of BROWARD HEALTH ACO SERVICES, INC. were adopted by the sole Member, NORTH BROWARD HOSPITAL DISTRICT, on September ~~26~~<sup>30</sup>, 2019 and the number of votes cast for the amendment was sufficient for approval. ~~26~~<sup>30</sup>

BROWARD HEALTH ACO SERVICES, INC.



By: Gino Santorio  
Its: President

Dated: September ~~26~~<sup>30</sup>, 2019