

# N13000006398

Florida Department of State  
Division of Corporations  
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To:

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Account Name : ADVENTIST HEALTH SYSTEM  
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R. WHITE

**JUN 11 2020** \*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: marlene.durand@adventhealth.com

## COR AMND/RESTATE/CORRECT OR O/D RESIGN COALITION FOR PHYSICIAN WELL-BEING, INC.

Certificate of Status	1
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June 11, 2020

Ms. Terri Schroeder  
Regulatory Specialist III  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FAX FILING: (850) 617-6380

Re: Coalition for Physician Well Being, Inc.  
Ref: N13000006398

**Amended Articles of Incorporation of Coalition for Physician Well-Being, Inc.  
Corrections requested on May 29, 2020 by the Division of Corporations**

Dear Ms. Schroeder:

Attached are the Amended Articles of Incorporation with the corrections requested. The corrections are described as follows:

1-Article IV, Incorporator: The Incorporator remains the same as it was stated in the original articles.

2-Date of adoption and members entitled to vote statement: The statement has been included in page number 4 of the Bylaws, after the acceptance of the Registered Agent.

Please reach out to me with any questions to [marlene.durand@adventhealth.com](mailto:marlene.durand@adventhealth.com).

Sincerely,

A handwritten signature in black ink, appearing to read "Marlene Durand", with a long horizontal flourish extending to the right.

Marlene Durand  
Corporate Information Analyst  
Legal Services Division

850-817-6381

5/29/2020 9:40:41 AM PAGE 1/001 Fax Server



May 29, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

COALITION FOR PHYSICIAN WELL-BEING, INC.

900 HOPE WAY

ALTAMONTE SPRINGS, FL 32714

SUBJECT: COALITION FOR PHYSICIAN WELL-BEING, INC.

REF: N13000006398

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The incorporator's information may not be amended. Please review and correct.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder  
Regulatory Specialist III

FAX Aud. #: H20000159441  
Letter Number: 420A00010679

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**AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**COALITION FOR PHYSICIAN WELL-BEING, INC.**  
**(A Florida Not-For-Profit Corporation)**

**Article I**  
**NAME**

The name of this corporation shall be **COALITION FOR PHYSICIAN WELL-BEING, INC.** (hereinafter called the "Corporation"). The Corporation is formed under Chapter 617 of the *Florida Statutes*.

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 900 Hope Way, Altamonte Springs, Florida 32714.

**Article III**  
**PURPOSES**

The Corporation is organized and operated exclusively for exempt purposes under Section 501(c)(3) of the Internal Revenue Code and may not carry on activities not permitted to be carried on by an organization described in Section 501(c)(3).

The Corporation shall be operated exclusively to educate, develop and offer resources and grants for the well-being of physicians and other clinical personnel engaged in the workforce of healthcare institutions, private medical practices and other organizations (collectively, as individuals, "Clinicians" and as organizations "Clinical Organizations"), and to engage Clinicians and Clinical Organizations in developing and promoting a wholistic paradigm that attends to personal and professional factors that contribute to burnout, enabling Clinicians to focus on patient quality care and outcomes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws (the "Code").

Objectives of the Corporation include:

- Providing resources that promote Clinician well-being;
- Enhancing the social and support network among Members;
- Collate and conduct research on Clinician well-being; and

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Educate Clinicians and Clinical Organizations on "best practices" that can be adopted for use in promoting well-being.

Notwithstanding any of the above statements of purposes and objectives, the Corporation shall not engage in any activities or exercise any powers whether express or implied so as to disqualify the Corporation from exemption from federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code and corresponding provisions of any future amendments to said statutes.

#### **Article IV MEMBERSHIP; RIGHTS**

Adventist Health System Sunbelt Healthcare Corporation ("AdventHealth") shall be the member of the Corporation.

#### **Article V INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 900 Hope Way, Altamonte Springs, FL 32714; and the name of the Corporation's initial registered agent at that address is Thomas E. Hamilton, M.D.

#### **Article VI COUNCIL (Board of Directors)**

Except for the powers retained by the Member as set forth in the Bylaws, the affairs of this Corporation shall be managed by a Board of Directors, which shall constitute the governing body of the Corporation. The number of Board of Directors members shall never be less than three. Individuals shall be appointed to the Board of Directors in accordance with the provisions of the Bylaws.

#### **Article VII INCORPORATOR**

The names and addresses of the person signing these Articles of Incorporation as Incorporator: Ted Hamilton, M.D., 900 Hope Way, Altamonte Springs, Florida 32714.

#### **Article VIII DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed to the Member or, if the Member has dissolved, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of

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by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such dissolution purposes.

#### **Article IX LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 in furtherance of any of its purposes.

#### **Article X DURATION**

The existence of the Corporation shall be perpetual.

#### **Article XI BYLAWS**

The Member shall adopt Bylaws for the governance of this Corporation, and may alter, amend and revoke same as set forth in the Bylaws, provided, the Bylaws shall be in conformity with the laws of the State of Florida and not inconsistent with the provisions of these Articles of Incorporation or any amendment thereto.

#### **Article XII AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any properly constituted meeting of the Member of the Corporation.

#### **Article XIII INITIAL PRESIDENT AND SECRETARY**

The initial President and Secretary of the Corporation shall be Thomas E. Hamilton, M.D. and Malcolm Herring, M.D., respectively, each of whom shall hold a term of office of three (3) years or thereafter until their successors are appointed (commencing on the date on which these Articles of Incorporation are accepted for filing by the Florida Department of State). Thereafter, the Members shall elect the President and Secretary in accordance with the provisions of the Bylaws.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 9<sup>th</sup> day of JUNE, 2020.

Thomas E. Hamilton MD  
Thomas E. Hamilton, M.D.

### ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

THOMAS E. HAMILTON MD  
Print Name: Thomas E. Hamilton, M.D.

09 JUNE 2020  
Date

The amendment was adopted on February 27, 2020 through the unanimous vote of its Board of Directors, and the number of votes cast for the amendment was sufficient for approval.