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

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Page Count	04
Estimated Charge	\$35.00

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

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THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA  
TALLAHASSEE

**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 exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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

(H20000331397 3)

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

(H20000331397 3)

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.

(H20000331397 3)

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 10 day of Sept, 2020.

Thomas E. Hamilton  
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  
Print Name: Thomas E. Hamilton, M.D.

10 Sept 2020  
Date

The amendment was adopted on September 10, 2020 through the vote of the authorized member representative, Thomas Hamilton, so designated as authorized representative for this and other purposes by the Board of Directors of the member, Adventist Health System Sunbelt Healthcare Corporation, in a unanimous vote at a duly called meeting on February 27, 2020.