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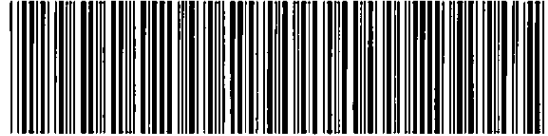
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Tallahassee, FL 32301 (850)425-5686
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lee Community Healthcare, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LEE COMMUNITY HEALTHCARE, INC.

2024 OCT 30 PM 8:33
[Signature]

ARTICLE I
CORPORATION

- 1.1 **Name.** The name of the corporation shall be Lee Community Healthcare, Inc., a Florida not-for-profit corporation (the "Corporation").
- 1.2 **Definitions.** The words and phrases not otherwise defined in these Articles of shall have the meanings set forth in the Bylaws of the Corporation.
- 1.3 **Non-Stock Status.** The Corporation shall be without capital stock and will not operate for profit.
- 1.4 **Term.** The term for which this Corporation shall exist is perpetual.

ARTICLE II
PRINCIPAL OFFICE

At the time of execution of these Articles of Incorporation, the mailing and street address for the principal office of the Corporation is 2776 Cleveland Avenue, Fort Myers, Florida.

ARTICLE III
PURPOSES

- 3.1 **Statement of Purposes.** The purposes of the Corporation shall be set forth in the Bylaws, and shall include serving as the community board of the Public Health Center (as defined in Section 3.2 below) operated by the Member. The Corporation is organized and shall be operated on a not-for-profit basis and exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("IRC"), as amended, or the in accordance with any corresponding provision of any future United States Internal Revenue Law and the regulations thereunder.
 - 3.1.1 In the course of the Corporation's operations:
 - a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its managers, officers, or other 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 of the Corporation; and
 - b) 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 except as authorized under the IRC.
 - 3.1.2 Notwithstanding any other provisions of these Bylaws, 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 IRC, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

- 3.2 **Nature of Member Relationship to Corporation.** The Member operates a health care system that provides vital patient care services through various access points, including, but not limited to, Medicare-certified hospitals, their provider-based departments/entities and freestanding provider clinics ("Clinics") that provide comprehensive patient care and related services to medically underserved populations in Lee County, Florida and the surrounding communities ("Service Area"). The Member has historically staffed and financially supported the Clinics, certain of which provide comprehensive preventive and primary health services (including essential ancillary and enabling services) for medically underserved residents of the Service Area, regardless of the ability to pay for such services. In an effort to secure enhanced resources necessary to enable the continued availability of such services within the Service Area, the Member has or will be requesting that certain of its Clinic locations be designated as a public-entity model federally qualified health center look-alike entity under Section 330 of the Public Health Service Act ("Section 330"), codified at 42 U.S.C. § 2546, as amended, and the federal regulations and policies promulgated thereunder including 42 U.S.C. § 1396d(k)(B) ("Public Health Center"). In order to enable this Public Health Center model under HRSA guidelines, this Corporation was formed to comply with Section 330 requirements related to independent Board oversight of the Public Health Center. In recognition of the Member's substantial role in enabling and supporting the Public Health Center, the Member will retain certain authority over Public Health Center policy, operations and management, including limited governance functions to the extent not prohibited by HRSA Policy Information Notice ("PIN") 99-09.

ARTICLE IV

BOARD OF DIRECTORS: APPOINTMENT AND POWERS

- 4.1 **Powers and Responsibilities.** The Board of Directors shall exercise general management and control of the business affairs of the Corporation and shall have and exercise all of the powers which may be exercised or performed by the Corporation under the laws of the State of Florida and the Corporation's Bylaws, with due regard for the powers reserved to the Member of the Corporation as provided for in those Bylaws.
- 4.2 **Number and Appointment.** The Board of the Corporation shall consist of 11 Directors. Individual members of the Board of Directors of the Corporation shall be appointed in the manner and shall be subject to such composition requirements as set forth in the Bylaws of the Corporation.

ARTICLE V

RESERVED

ARTICLE VI

REGISTERED OFFICE AND AGENT

The name and address of the Corporation's registered agent for service of process, at the time of execution of these Amended and Restated Articles of Incorporation, are:

Mary A. McGillicuddy
2780 Cleveland Avenue, Suite 459
Fort Myers, Florida 33901

ARTICLE VII

INCORPORATOR

The name and address of the Corporation's Incorporator are:

**Mary A. McGillicuddy
2780 Cleveland Avenue, Suite 459
Fort Myers, Florida 33901**

ARTICLE VIII

CORPORATE MEMBER

- 8.1 **Member.** There shall be one member of the Corporation ("Member"), which shall be Lee Health System, Inc., a Florida not-for-profit corporation. The powers, duties, rights and responsibilities of the Member are as provided for and determined in the Bylaws of this Corporation.

ARTICLE IX

DISSOLUTION

- 9.1 **Disposition of Assets.** In the event of dissolution of the Corporation and after paying or making provision for the payment of all legal liabilities of the Corporation, all assets of the Corporation shall be distributed, in any manner considered prudent by the Board of Directors and approved by the Member, for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the IRC to benefit the inhabitants of the general area of Southwest Florida. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation 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 purposes.

ARTICLE X

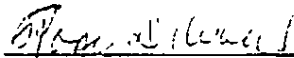
AMENDMENTS

- 10.1 **Amendments.** These Articles may be amended by a majority affirmative vote of the Board of Directors. Further, the Member of the Corporation must approve such amendment before the same becomes effective. In no event shall the amendment or restatement of new Articles require approval of any other party.

These Amended and Restated Articles of Incorporation are effective on November 1, 2024.

CERTIFICATE

I, Roger Ward, Secretary of Lee Community Healthcare, Inc., certify that the foregoing Amended and Restated Articles of Incorporation of Lee Community Healthcare, Inc. contains amendments to said Article of Incorporation and that the restated document including the amendments were adopted by the Board of Directors on the 16th day of October, 2024 and approved by the member, Lee Memorial Health System on the 29th day of October, 2024 as required by the existing Articles of Incorporation.



Secretary: Roger Ward

LEE COMMUNITY HEALTHCARE, INC.