

2/26/2021

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Division of Corporations

Florida Department of State

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
STRATUM HEALTH SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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Name: **Stratum Health System, Inc.**

EIN: 47-2508009

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION****OF****STRATUM HEALTH SYSTEM, INC.**

The undersigned hereby associate themselves to form a corporation for scientific, educational and charitable purposes under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Amended and Restated Articles of Incorporation.

**ARTICLE I
CORPORATE NAME AND DURATION**

1. The name of the corporation shall be Stratum Health System, Inc., by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. Stratum Health System, Inc. may hereinafter be referred to as the "Corporation."
2. The corporate existence of this Corporation shall begin on the date the certificate of Incorporation is issued by the Secretary of State of Florida and shall continue perpetually thereafter unless dissolved as provided by law.
3. The principal office and place of business of the corporation shall be located at 5955 Rand Blvd., Sarasota, Sarasota County, Florida, although the corporation may maintain offices elsewhere.

**ARTICLE II
PURPOSE**

The purpose of which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and, within such limits, to: (1) serve as the sole member of; (2) support, promote, maintain and make contributions to; (3) operate for the benefit of; (4) carry out the functions and purposes of; (5) otherwise coordinate, supervise and contribute to the activities of Tidewell Hospice, Inc., a Florida not for profit corporation ("Tidewell Hospice"), which has been determined by the Internal Revenue Service to be exempt from taxation and not a private foundation pursuant to Sections 501(c)(3) and 509(a) of the code; and (6) otherwise coordinate, supervise and, to the extent permitted under applicable law, contribute to the activities of any existing or future affiliates that perform one or more of the functions of, or that further the general

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purposes of, Tidewell Hospice; and, consistent with the foregoing, to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

ARTICLE III MEMBERS

The sole member of the Corporation shall be Empath-Stratum, Inc., a Florida not for profit corporation (the "Member").

ARTICLE IV BOARD OF DIRECTORS

The affairs and business of the corporation shall be conducted by a Board of Directors of the Corporation of not less than three (3) members and no more than a number as set by the Board of Directors of the Corporation pursuant to the bylaws. The Board of Directors shall be appointed in accordance with the provisions of the Bylaws of the Corporation. The Board of Directors shall be authorized to fill any vacancy by reason of death, resignation, or termination in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE V AMENDMENTS TO ARTICLES

These Articles of Incorporation can be amended by the Board of Directors at the regular annual meeting or at a special meeting called for that purpose or at a special meeting of the Board called for that purpose. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a Director or Officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her's being or having been a Director or Officer of this Corporation whether or not he/she continues to be a Director or Officer of this Corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the Corporation itself. However, no such Director or Officer shall be so indemnified with respect to, any matter as to which such Director or Officer shall be finally adjudged to be liable for actual misconduct in the performance of his/her's duties as a Director or Officer. The Corporation may settle any litigation against a Director or Officer if

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the costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed as determined by the Board of Directors for the exclusive use and benefit of the of a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto. Upon dissolution of the Corporation, none of the assets shall be distributed to any Director or Officer of the Corporation.

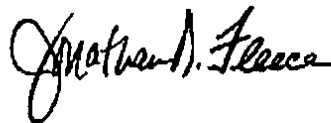
ARTICLE VIII INCORPORATOR

The name and address of the incorporator of these Amended and Restated Articles of Incorporation shall remain as:

Gerard Radford
5955 Rand Blvd.
Sarasota, FL 34238

ARTICLE IX AUTHORIZATION

The foregoing Amended and Restated Articles of Incorporation were approved and ratified and requisite number of votes cast by the Directors at a meeting held on November 16, 2020 to be effective March 1, 2021 in accordance with Section 617.0721 and 617.1007 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes. The Amended and Restated Articles of Incorporation do not contain any amendments requiring member approval.



Jonathan D. Fleece, President

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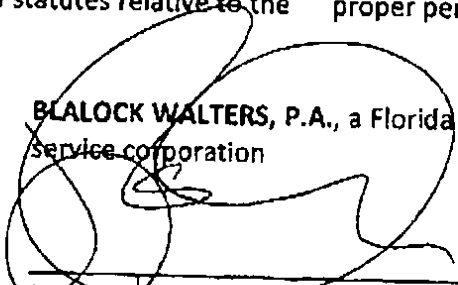
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CERTIFICATE OF REGISTERED AGENT

In compliance with Sections 48.091 and 607.0202, Florida Statutes, the following is submitted:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

BLALOCK WALTERS, P.A., a Florida professional
service corporation



Jenifer Schembri, Vice-President

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