

# N15000012119

(Requestor's Name)

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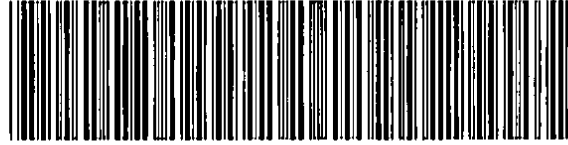
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2022 DEC 29 AM 11:02

SECRETARY OF THE  
TALLAHASSEE, FLORIDA

**CORPORATE  
ACCESS,  
INC.**

*When you need ACCESS to the world*

236 East 6th Avenue, Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

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**AMENDED AND RESTATED INC**

**MEDICAL STAFF OF ORANGE PARK MEDICAL CENTER, INC.**

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**

\_\_\_\_\_  
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\_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 28, 2022

CORPORATE ACCESS, INC.

*corrected*

SUBJECT: MEDICAL STAFF OF ORANGE PARK MEDICAL CENTER, INC.  
Ref. Number: N15000012119

We have received your document for MEDICAL STAFF OF ORANGE PARK MEDICAL CENTER, INC. and your check(s) totaling \$30.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU WILL NEED TO SEND AN ADDITIONAL \$13.75 FOR YOUR DOCUMENT TO BE FILED CORRECTLY.

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.

Jasmine N Horne  
Regulatory Specialist II

Letter Number: 822A00028929

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SECRETARY OF STATE  
TALLAHASSEE, FL

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MEDICAL STAFF OF ORANGE PARK MEDICAL CENTER, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

NKA

MEDICAL STAFF OF ORANGE PARK HOSPITAL, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

Pursuant to the provisions of Chapter 607, Florida Statutes, as amended, the undersigned Florida not-for-profit corporation, Medical Staff of Orange Park Hospital, Inc. adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on December 17, 2015; Document Number N15000012119. These Amended and Restated Articles of Incorporation shall become effective on January 1, 2023.

ARTICLE I - NAME

The name of this corporation is as follows:

Medical Staff of Orange Park Hospital, Inc.

(hereinafter referred to as the "Corporation")

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the Corporation is as follows:

c/o Medical Staff Office  
2001 Kingsley Avenue  
Orange Park, Florida 32073

The mailing address of the Corporation is as follows:

Medical Staff of Orange Park Hospital, Inc.  
c/o David A. King,  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, Florida 32073

### ARTICLE III - DURATION

This Corporation commenced its corporate existence on January 1, 2016. This Corporation shall exist perpetually.

### ARTICLE IV - PURPOSE

A. This Corporation is formed pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and shall operate in such a manner as will qualify it as a not-for-profit organization thereunder.

B This Corporation is organized solely and exclusively to provide a formal organizational structure through which the Medical Staff of Orange Park Hospital shall carry out its responsibilities and govern the professional activities of its Members and other individuals with clinical privileges and to provide mechanisms for accountability of the Medical Staff to the Board of Trustees of Orange Park Hospital.

C. The Corporation is organized for the transaction of any and all other lawful business for which a corporation not-for-profit may be incorporated, including but not limited to those powers

enumerated in Section 617.0302, Florida Statutes, et sequitur, as amended, and the doing of all lawful things related thereto.

#### ARTICLE V - REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the registered agent of this Corporation is as follows:

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, Florida 32073

#### ARTICLE VI- MEMBERSHIP

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation, as amended from time to time.

#### ARTICLE VII - OFFICERS

A. President. The person elected, pursuant to article 7 of the Bylaws of the Corporation, as the "Chief of Staff" shall be deemed to also be elected as the President of the Corporation.

B. Vice President. The person elected, pursuant to Article 7 of the Bylaws of the Corporation, as the "Vice Chief of Staff" shall be deemed to also be elected as the Vice President of the Corporation.

C. Secretary/Treasurer. The person elected, pursuant to Article 7 of the Bylaws of the Corporation, as the

Secretary/Treasurer", shall be deemed to also be elected as the Secretary, and as the Treasurer, of the Corporation.

#### ARTICLE VIII - DIRECTORS

A. Board of Directors. Pursuant to Section 617.0803, Florida Statutes, as amended, the Board of Directors shall consist of not less than three (3) persons. Any and all powers and duties conferred to or imposed upon the Board of Directors, shall be by a duly adopted resolution of the Members or contained within the duly adopted Bylaws of the Corporation.

B. Elections.

(i) The person elected, pursuant to Article 7 of the Bylaws of the Corporation, as the "Chief of Staff" shall be deemed to also be elected as a Director of the Corporation.

(ii) The person elected, pursuant to Article 7 of the Bylaws of the Corporation, as the "Vice Chief of Staff" shall be deemed to also be elected as a Director of the Corporation.

(iii) The person elected, pursuant to Article 7 of the Bylaws of the Corporation, as the "Secretary/Treasurer" shall be deemed to also be elected as a Director of the Corporation.

(iv). The person serving, pursuant to Article 7 of the Bylaws of the Corporation, as the "Immediate Past Chief of Staff" shall be deemed to also be elected as a Director of the Corporation.

C. The names and addresses of the current Directors and the current Officers of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Director, President: Michael Euwema	c/o Medical Staff Office 2001 Kingsley Avenue Orange Park, Florida 32073
Director, Vice President: Michael Shelton	c/o Medical Staff Office 2001 Kingsley Avenue Orange Park, Florida 32073
Director, Secretary/Treasurer: Ruben Maggard e	c/o Medical Staff Office 2001 Kingsley Avenue Orange Park, Florida 32073
Director, Past President: Robert Kulchinsky	c/o Medical Staff Office 2001 Kingsley Avenue Orange Park, Florida 32073

#### ARTICLE IX- EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 and distributions in furtherance of the purposes set forth in Article IV hereof.



B. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation organized pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended

C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

#### ARTICLES IX - INDEMNIFICATION

The Corporation may indemnify any present or former Officer, Director, or person exercising the powers and duties of an Officer or Director, to the full extent now or hereafter permitted by law.

#### ARTICLE X - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purpose set out in Article IV hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or to the benefit of any private individual.

#### ARTICLE XI - DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the affairs of the Corporation, the Board of Directors, shall, after paying or

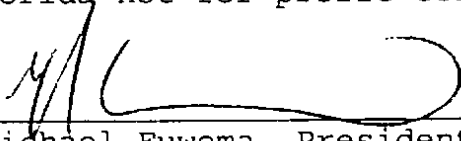
making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation, to such organization or organizations as shall at the time qualify as an organization under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located to such organization or organizations as such court shall determine.

These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation on December 12, 2022. These votes were a sufficient number to approve these Amended and Restated Articles of Incorporation. Pursuant to Article 12 of the current Bylaws of the Corporation, no other or further votes or approvals of the Directors were necessary.


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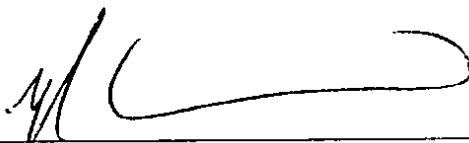
IN WITNESS WHEREOF, the undersigned authorized Officers have executed these Amended and Restated Articles of Incorporation on behalf of the Corporation and in their capacity as Officers and Directors on this \_\_\_\_\_ day of December, 2022, to be effective on January 1, 2023.

Medical Staff of Orange Park Hospital, Inc.,  
a Florida not for profit corporation

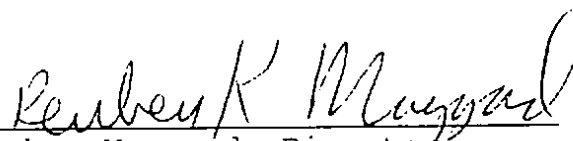
BY:   
Michael Euwema, President

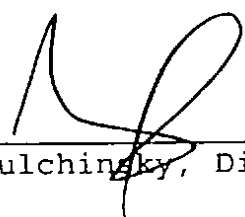
ATTEST:

  
Ruben Maggard, Secretary  
e

BY:   
Michael Euwema, Director

BY:   
Michael Shelton, Director

BY:   
Ruben Maggard, Director

BY:   
Robert Kulchinsky, Director

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
FOR CORPORATION FOR PROFIT

Pursuant to Section 48.091 and Section 607.0501, Florida  
Statutes, the following is submitted:

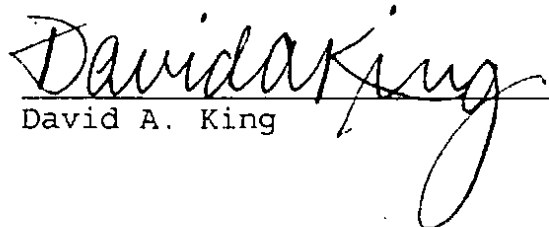
Medical Staff of Orange Park Hospital, Inc.

desiring to organize under the laws of the State of Florida, with  
its principal office as indicated in the Amended and Restated  
Articles of Incorporation in the State of Florida, has named as its  
agent to accept service of process within this State:

David A. King  
Attorney at Law  
1416 Kingsley Ave  
Orange Park, Florida 32073

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of  
process for the above stated Corporation, at the place designated in  
this Certificate, I hereby acknowledge that I am familiar with said  
laws of the State of Florida, and I hereby agree to act in this  
capacity, and I agree to comply with the provisions of said laws.

  
\_\_\_\_\_  
David A. King