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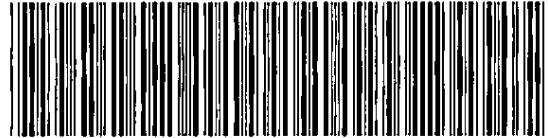
(Business Entity Name)

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12/02/24 10:00 AM

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: University of Florida Health Corporation

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Bill Young

Name (Printed or typed)

PO Box 100327

Address

Gainesville, FL 32610-0327

City, State & Zip

352-733-1600

Daytime Telephone number

yountw@shands.ufl.edu

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE 1 NAME

ARTICLE I NAME University of Florida Health Corporation
The name of the corporation is:

ARTICLE II RESTATED ARTICLES

ARTICLE II RESTATEDARTICLES See attached Restated Articles of Incorporation
The text of the Restated Articles is as follows:

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

**RESTATED ARTICLES OF INCORPORATION
OF
UNIVERSITY OF FLORIDA HEALTH CORPORATION**

Article I

Name

The name of the Corporation is University of Florida Health Corporation ("Corporation" or "UF Health").

Article II

Initial Principal Office and Registered Agent

The street address of the Corporation's initial principal office is 123 Tigert Hall, P.O. Box 113125, Gainesville, Florida 32611-3125. The name of the registered agent of the Corporation is Amy Meyers Hass and the registered agent's street address shall be the street address of the Corporation's initial principal office. The Corporation's registered agent has herewith accepted such appointment and has filed notice of such acceptance as described by the Florida Statutes.

Article III

Purposes

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) and Section 170(c) of the Internal Revenue Code of 1986, which may be amended from time to time (the "Code"), or corresponding provisions thereof.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual, and no part of the income of the Corporation shall be distributed to its trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (subject to the UF Board of Trustees Governance Standards, and for any payments to board members of the Corporation, subject to the approval of the UF Board of Trustees Chair) and to make payments and distributions in furtherance of the purposes set forth herein:

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate

for public office, including the publishing or distribution of statements, except as authorized under the Code; and

Notwithstanding any other provisions contained herein, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, the contributions to which are deductible under Section 170(c)(2) of the Code.

UF Health, organized as a not-for-profit under Chapter 617, Florida Statutes ("F.S."), as it now exists or is subsequently amended or superseded, has been structured by the University of Florida ("University") Board of Trustees ("Board of Trustees") for the following purposes:

- a. To primarily support the health affairs mission of the University and the Board of Trustees, including, but not limited to, providing community services and patient care, education and training of health affairs professionals, and clinical research health care services, healthcare education, and research for the benefit of Florida citizens in a manner consistent with §1004.41, F.S., as it now exists or is subsequently amended or superseded.
- b. To enhance coordinated decision-making, strategic marketing and planning and resource investment for the Corporation's and University's healthcare enterprise in order to advance the Corporation and the University, as well as the Corporation's system of direct and indirect subsidiaries hospitals, healthcare facilities and clinical and research practice entities (the "System") as a regional and national leader in clinical care, research, education and community service across the System.
- c. To advance the System's patient experience, ensuring that the promise of the "UF Health" brand is experienced at all hospital and clinical locations.
- d. To provide reliable quality and safety by implementing evidence-based, interdisciplinary and highly coordinated programs across the communities served by the University, the Corporation and the System.
- e. To promote research activities that aim to achieve advances in healthcare, and to work with and support the research activity conducted by faculty of the University.
- f. To position each entity within the System for sustained, successful growth, and financial viability.
- g. To represent and negotiate for and on behalf of each of the components of the System's clinical enterprise with third parties, including managed care payers and health systems.
- h. To become a leader in population health by enhancing clinical services capabilities, linking services across the continuum of care, and utilizing digital health and contemporary information technology.

- i. In order to carry out properly the objects and purposes set forth above, among other things, the Corporation shall have the authority (in accordance with the Board of Trustees Governance Standards (as amended or superseded) and applicable law) to, and to cause System entities to:
 - (i) Purchase, lease, and otherwise acquire, hospitals, health systems and other related facilities and entities, to form subsidiary entities and engage in ventures consistent with the purposes of the Corporation;
 - (ii) Borrow money and give security therefore;
 - (iii) Solicit and receive donations, bequests, devises and other gifts of money or property; and
 - (iv) Invest, administer and use the money and property of the Corporation and any and all income derived therefrom, for any one or more of the purposes provided herein; provided, however, that no such powers shall be exercised in a manner which is not consistent with Section 501(c)(3) of Code and any corresponding provisions thereof.

Article IV

Powers

The Corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon not-for-profit corporations so far as the same shall be suitable, useful or expedient for promoting, furthering and carrying out the purposes of the Corporation.

Article V

Corporate Member

The Corporation shall have no members.

Article VI

Election and Number of Board of Directors

The members of the Board of Directors of the Corporation shall be appointed by the Board of Trustees. The number of directors shall be set in the Corporation's Bylaws.

Article VII

Dissolution

Upon the dissolution or liquidation of the Corporation, and after payment of or provision for, just debts and liabilities, all remaining assets shall be distributed to such organization or organizations which are organized and operated exclusively for exempt purposes under Section 501(c)(3) of the Code as determined by the Corporation's Board of Directors. 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, to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article VIII

Indemnification

Every Director and Officer of the Corporation (each, an "Indemnified Party") shall be entitled to be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Indemnified Party in connection with any proceeding, including any appeal, or any settlement of any proceeding to which the Indemnified Party may be a party or in which he or she becomes involved as a result of serving as a Director or Officer. The Indemnified Party does not have to be a Director or Officer at the time the expenses or liabilities are incurred or imposed. This indemnification is in addition to and not exclusive of all other rights to which an Indemnified Party may be entitled.

Article IX

Effective Date

The effective time and date of these Restated Articles of Incorporation shall be 12:01 a.m. Eastern Standard Time on 12/20, 2023.

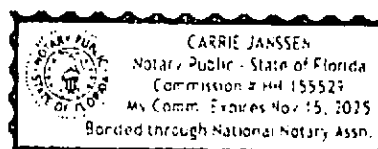
ADOPTION: IN WITNESS WHEREOF, [the undersigned officer of the [member] of the Corporation has caused these Restated Articles of Incorporation to be executed on behalf of the Corporation this 20th day of December, 2023.

By: 

Morteza "Mori" Hosseini, Chair
University of Florida Board of Trustees



CARRIE JANSSEN



If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

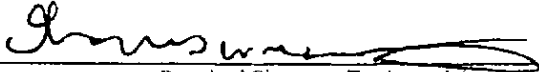
X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u> </u> Change <u> X </u> Add <u> </u> Remove	<u> D </u>	<u>Edmund Hunter Beebe</u>	<u>123 Tigert Hall</u> <u>Gainesville, FL 32611-3125</u>
2) <u> </u> Change <u> X </u> Add <u> </u> Remove	<u> D </u>	<u>Gregory Russell Lewis</u>	<u>123 Tigert Hall</u> <u>Gainesville, FL 32611-3125</u>
3) <u> </u> Change <u> X </u> Add <u> </u> Remove	<u> D </u>	<u>W. Kent Fuchs</u>	<u>123 Tigert Hall</u> <u>Gainesville, FL 32611-3125</u>
4) <u> </u> Change <u> X </u> Add <u> </u> Remove	<u> D </u>	<u>David Mann</u>	<u>123 Tigert Hall</u> <u>Gainesville, FL 32611-3125</u>
5) <u> </u> Change <u> X </u> Add <u> </u> Remove	<u> D </u>	<u>Robert J. Stilley</u>	<u>123 Tigert Hall</u> <u>Gainesville, FL 32611-3125</u>
6) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Name: Thomas William Young
Address: 3007 SW Williston Road
Gainesville, FL 32608

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


Required Signature/Registered Agent

11/13/24
Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

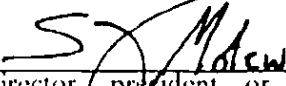
Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 11/13/24

Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Stephen J. Motew, MD, MHA, FACS

(Typed or printed name of person signing)

President and System CEO, UF Health

(Title of person signing)