

N16538

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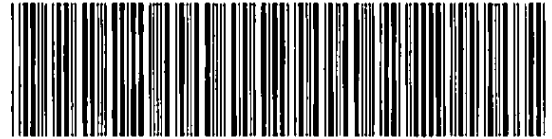
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

AVMED, INC.

ARTICLE I

Name

The name of the Corporation is **AVMED, INC.**

ARTICLE II

Principal Office

The street and mailing address of the principal office of the Corporation is 6015 Poplar Hall Drive, Suite 308, Norfolk, Virginia 23502.

ARTICLE III

Purposes

SECTION 1. Purposes. This Corporation is organized as a not-for-profit Corporation within the meaning of Chapter 617, Florida Statutes, for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Code"), and its activities shall be conducted for such exempt purposes. In furtherance of its exempt purposes, the Corporation may carry on activities constituting an "unrelated trade or business" (as defined in Section 513 of the Code), provided that such activities shall not constitute a significant part of its activities. No part of the Corporation's net earnings shall inure to the benefit of any private individual or organization, except for the affiliated non-profit organizations which are supported by the Corporation.

The primary purposes of this Corporation are:

- A. To improve health and health care.
- B. To establish and maintain services as a health maintenance organization and health services organization in order to enhance the health and well-being of its members and the public.
- C. To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida, including educational activities relating to the promotion of the general health of the citizens of the State of Florida.
- D. To promote and carry on scientific research related to the care of the sick and injured.
- E. To serve as part of a system of not-for-profit organizations operated to further charitable purposes and to make contributions and expenditures in furtherance thereof.

SECTION 2. Powers. This Corporation shall have all of the powers, and be subject to the restrictions, applicable to a corporation organized under the Florida Not-For-Profit Corporation Act, Florida Statutes Ch. 617. Without limitation, this Corporation shall have the power to exercise all the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance on any of the powers or purposes herein above enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE IV Members

The Corporation shall have one Member, Sentara Holdings Florida, LLC.

ARTICLE V Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VI Board of Directors

SECTION 1. Generally. The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

SECTION 2. Reserved Authority of Sentara Holdings Florida, LLC. The Board of Managers of Sentara Holdings Florida, LLC, a Florida limited liability company, by resolution, shall have the power and authority to amend, rescind, or repeal any action taken by the Corporation's Board of Directors.

ARTICLE VII Officers

The officers of the Board of Directors shall be a Chairman and Vice Chairman of the Board, a Chief Executive Officer, a President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws. Officers shall be elected or appointed as provided in the Bylaws.

ARTICLE VIII Registered Office and Agent

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent of the Corporation at that office is C T Corporation System.

ARTICLE IX
Amendments

The Articles of Incorporation and Bylaws of the Corporation may be amended or restated by the Board of Managers of Sentara Holdings Florida, LLC upon the affirmative vote of two-thirds of the Managers then in office in accordance with the procedures set forth in the Bylaws.

ARTICLE X
Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to one or more organizations described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Articles of Restatement of Articles of Incorporation this 7th day of December 2022.

AVMED, INC.

By: Lawrence G. Schreiber

Name: Lawrence G Schreiber

As its: CEO

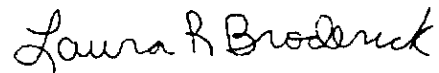
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of AVMED, INC., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 12th day of December, 2022.

C T Corporation



By: Laura Broderick

Its: Assistant Secretary

**ARTICLES OF AMENDMENT AND
AND ARTICLES OF RESTATEMENT OF
ARTICLES OF INCORPORATION**

of

AVMED, INC.

These Articles of Amendment and Articles of Restatement of the Articles of Incorporation of **AVMED, INC.**, a corporation not-for-profit under the laws of the State of Florida (the "Corporation"), are adopted and filed pursuant to the provisions of Sections 617.1002 and 617.1007, Florida Statutes, as amended.

FIRST: The name of the Corporation is **AVMED, INC.** The Corporation's Document Number is N16538. The Corporation's Articles of Incorporation were originally filed on August 27, 1986, and were previously amended and restated on July 7, 1997, March 17, 2003, December 5, 2005 and January 30, 2014.

SECOND: The text of each amendment adopted and the text of the restated Articles of Incorporation consists of the Amended and Restated Articles of Incorporation of the Corporation set forth below, which amend and supersede in their entirety the Corporation's Articles of Incorporation, as previously amended and restated. All amendments included in the Amended and Restated Articles of Incorporation have been adopted in accordance with Section 617.1002, Florida Statutes.

THIRD: The Corporation has no members. The Amended and Restated Articles of Incorporation set forth below do not contain any amendments requiring member approval.

FOURTH: In accordance with Section 617.1002, Florida Statutes, Article VII of the Articles of Incorporation of the Corporation, and Article XII, Section 12.3 of the Bylaws of the Corporation, the amendments contained in the Amended and Restated Articles of Incorporation and the restatement of the Articles of Incorporation set forth below were (i) duly adopted by the Board of Directors of the Corporation on December 7, 2022, by the affirmative vote of at least two-thirds of the Corporation's directors then in office, and (ii) approved by the Board of Directors of SantaFe HealthCare, Inc. ("SFHC") on December 7, 2022, by the affirmative vote of at least two-thirds of the SFHC directors then in office. In each case, the vote of the Board of Directors was sufficient for approval.

FIFTH: Prior to the consideration by the Boards of Directors of the Corporation and SFHC of the amendments contained in the Amended and Restated Articles of Incorporation, the amendments were presented to the SantaFe HealthCare, Inc. Governance & Nominations Committee for its consideration and recommendation, and the Governance & Nominations Committee presented its recommendation to the Boards of Directors.

SIXTH: The Amended and Restated Articles of Incorporation set forth below shall be effective as of 11:59 P.M., Eastern Time, on December 31, 2022.
