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FLORIDA PROFIT/NON PROFIT CORPORATION

Live Well Foundation of South Lake, Inc.

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**ARTICLES OF INCORPORATION  
OF  
LIVE WELL FOUNDATION OF SOUTH LAKE, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of the Corporation shall be:

LIVE WELL FOUNDATION OF SOUTH LAKE, INC. (the "Corporation").

**ARTICLE II - Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is 1900 Don Wickham Drive, Clermont, Florida 34711.

**ARTICLE III - Object and Purpose**

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida relating to the provision, funding, or promotion of health care services and/or facilities in and for South Lake County, Florida (as defined in Article VI below) and for the primary benefit of the residents thereof (the "Purpose"), and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) (the "Act") as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage. Notwithstanding anything contained in these Articles, the Bylaws (as defined in Article VIII), or any other instrument, agreement, or other document governing the affairs of the Corporation to the contrary, the Corporation shall not engage in any activity or business that is not related to, and that does not further, the Purpose. In furtherance of its Purpose, the Corporation may:

1. Acquire by lease, purchase, gift, or otherwise, real and personal property necessary or useful for the construction, anticipated future construction, operation, and/or maintenance of hospital buildings and other health care facilities necessary or helpful, in the opinion of the Corporation's Board, to carry out the Purpose; and

2. Construct, or make loans, investments or grants to other tax-exempt entities to construct hospitals, other health facilities, nursing care facilities, pharmacies, medical equipment

facilities, and any or all other facilities, buildings, and accessories incidental thereto or to the Purpose; and

3. Perform, or make grants to other tax-exempt entities to perform, health care services consistent with the Purpose; and

4. Sell or lease any real or personal property owned by the Corporation upon the terms and conditions determined by the Board in furtherance of and consistent with the Purpose, including to generate funds necessary to carry out the Purpose; and

5. Borrow money from any person, firm, association, corporation, or governmental agency, necessary for the purpose of purchasing property, constructing buildings, and equipping a hospital or hospitals or other health care facilities and for doing all acts necessary to properly carry out the spirit of the Purpose; and, as evidence thereof, may make, execute, and deliver promissory notes, mortgages, second mortgages, and other kinds of security upon any property owned or held by the Corporation, provided, however, the Corporation receives the affirmative vote of at least sixty six percent (66%) or more of the full Board of Directors (a "Supermajority") prior to the Corporation's commitment to any of the foregoing actions in this Paragraph B(5); and

6. Issue from time to time its negotiable notes, revenue bonds, anticipation notes, bonds, refunding bonds and other forms of indebtedness on terms and conditions considered by the Corporation's Board to be consistent with the Corporation's Purpose; and

7. Subject to Article 3(B)(9) below, support or make grants to other tax-exempt entities (a) to operate one or more hospitals or other health care facilities at any locations within South Lake County, Florida, or (b) to provide health care services in South Lake County, Florida; and

8. Create, own, or participate in health maintenance organizations; participate as a shareholder in a corporation or as a member in a not-for-profit corporation, for the purposes of providing health care services and facilities primarily to the residents in South Lake County, Florida; participate with other not-for-profit hospitals or health care providers outside South Lake County, Florida for the purpose of jointly providing health care services within South Lake County, Florida; participate as a joint venturer in any not-for-profit joint venture considered necessary or helpful by the Board for the purpose of providing health care in South Lake County, Florida; own or participate in subsidiary or affiliated nonprofit corporations or for the purposes of providing health care services and facilities in South Lake County, Florida; and establish tax-exempt foundations or any other tax-exempt legal entities considered appropriate by the Corporation's Board for purposes of providing health care services and facilities in South Lake County, Florida, either directly or indirectly; and

9. Enter into agreements with donors and contributors to the Corporation restricting the use of gifts, contributions, and donations, and accept gifts, contributions, and donations from donors and contributors, including gifts, contributions, and donations with restrictions and limitations on the use and disposition of such gifts, contributions, and donations, in which case the Corporation shall, notwithstanding any general power or authority reserved herein, fully abide by any such restrictions and limitations and shall fully abide by any agreement entered into by the Corporation which incorporates such restrictions and limitations.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article III. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by: (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code: (1) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code; (2) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code), and (3) the Corporation shall not carry on any activity that is otherwise consistent with its Purpose but may not be carried on by a private foundation.

#### ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE V - Initial Registered Office and Agent

The street address of the registered office of the Corporation on the date hereof is 1000 West Main Street, Leesburg, Florida 34748, and the name of the registered agent of the Corporation at that address on the date hereof is Phillip S. Smith, Esq.

#### ARTICLE VI - Board of Directors Generally

A. The business affairs of the Corporation shall be managed by a Board of Directors (the "Board"). Members of the Board ("Director" or "Directors") shall be at least 18 years old and shall satisfy such other conditions as may be set forth in the Bylaws.

B. The number of Directors may be either increased or diminished from time to time by the Board in accordance with the Bylaws, but there shall always be at least three (3) Directors. Each Director must reside within that part of Lake County, Florida lying south of the boundary line separating Townships 20 and 21 South of the Tallahassee Meridian ("South Lake County").

C. Directors, as such, shall not receive compensation for their services. The Board may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Directors shall be elected, appointed, and removed as provided herein and in the Bylaws.

F. The initial Directors appointed by these Articles are:

Name:

**Rodney Drowdy**

**Kasey Kesselring**

**Linda Smith**

G. The Corporation will not make any grants until at least eight (8) Directors are appointed and currently active on the Board. The Corporation will use commercially reasonable efforts to expand to at least eight (8) Directors no later than six (6) months after the date the Corporation files these Articles, and the Corporation will expand to fourteen (14) Directors no later than one (1) year after the date the Corporation files these Articles.

H. Vacancies in the Board, whether occurring by reason of an increase in the size of the Board, or the death, resignation, disqualification, or removal of a Director, or the expiration of a Director's term, shall be filled by the affirmative vote of the majority of the full Board of remaining Directors, even if the remaining Directors do not constitute a quorum. A Director shall hold office until his or her successor is appointed following the expiration of the Director's term, or his or her earlier resignation, removal, or death.

1. At a special meeting of the Board, any Director may be removed with or without cause by a vote of a majority of the full Board. If such Director is a member of any committee of the Board, he or she shall cease to be a member of that committee when he or she ceases to be a Director.

J. The Board shall adopt from time to time policies governing the investment of funds by the Corporation, the making of grants by the Corporation and the avoidance of conflicts of interest by the Board. Except as otherwise set forth in a grant making policy approved by a Supermajority of a board of at least eight (8) members, all grants made by the Corporation must be approved by a Supermajority of the full Board of Directors. All grants made by the Corporation, shall prohibit such recipient from regranteeing any such proceeds except for a purpose consistent with the Purpose.

#### ARTICLE VII - Amendment to Articles

A. Except for the amendments described in Article VII, Section B below, these Articles may be amended by the affirmative vote of at least two-thirds (2/3) of the Directors present at any annual or special meeting of the Board duly called (in whole or in part) for that purpose.

B. Any amendment to these Articles or to the Bylaws of the Corporation that has the effect of amending, restating, deleting, or otherwise affecting the Purpose (as specifically defined by Article III, Section B), or of permitting the Corporation, the Board, or any other officers or other representatives of the Corporation to appropriate, allocate, pay, assign, or otherwise transfer or commit any property, money, or other assets of the Corporation shall require the affirmative vote of a Supermajority of the full Board of Directors. The minimum number of Directors required for any action under this section shall be at least eight (8) directors.

#### ARTICLE VIII - Bylaws

Except as may be limited in Article VII above, the power to adopt, alter, amend or repeal bylaws of the Corporation ("Bylaws") shall be vested in the Board, and shall be governed by the provisions of the Bylaws relating to amendment thereof.

#### ARTICLE IX - Dissolution

A. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation (1) in a manner consistent with the Purpose, including to such organization or organizations organized and operated exclusively for tax-exempt purposes who irrevocably commit to utilize the assets exclusively for the Purpose and who shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or (2) by grant to the Board of County Commissioners of Lake County, Florida or any subdivision thereof for public purposes.

B. Any assets not disposed of by the Board as provided herein, shall be disposed of by a court of competent jurisdiction in Lake County, Florida, exclusively for tax-exempt purposes relating to the Purpose or to the Board of County Commissioners of Lake County, Florida or any subdivision thereof for public purposes.

#### ARTICLE X - Membership

The Corporation shall not have any members or shareholders.

ARTICLE XI – Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Phillip S. Smith, Esq.

Street Address

McLin Burnsed  
1000 West Main Street  
Leesburg, Florida 34748

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of September 2018.

Phillip S. Smith  
By: Phillip S. Smith, Esq.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Live Well Foundation of South Lake, Inc.

Phillip S. Smith  
By: Phillip S. Smith, Esq.