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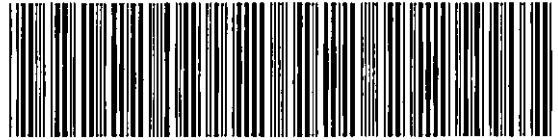
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Name:	CLEVELAND FLORIDA REGIONAL HEALTH SYSTEM NONPROFIT CORPORATION
Document #:	
Order #:	11342516

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Amount: \$ 43.75

Thank you!

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CLEVELAND CLINIC FLORIDA REGIONAL HEALTH SYSTEM NONPROFIT
CORPORATION**

In accordance with Chapter 617 of the Florida Not For Profit Corporation Act:

Article I: Name

The name of the corporation shall be Cleveland Clinic Florida Regional Health System Nonprofit Corporation.

Article II: Principal Office

The principal street and mailing address is as follows:
Cleveland Clinic Law Department
Attn: Barbara del Castillo, General Counsel
2950 Cleveland Clinic Boulevard
Weston, Florida 33331

Article III: Purposes

A. Cleveland Clinic Florida Regional Health System Nonprofit Corporation (the "Corporation") is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (and to the corresponding provisions of any similar laws subsequently enacted and to all regulations issued under those sections and provisions) (the "Code"). The Corporation's purposes include, without limitation, (i) supporting, benefiting or carrying out certain or all of the purposes of The Cleveland Clinic Foundation, an Ohio nonprofit corporation and the Corporation's sole member, consistent with the provisions of the Florida Not for Profit Corporation Act, (ii) the making of distributions to organizations described in Section 501(c)(3) of the Code, and (iii) engaging in any lawful activities within the purposes for which a corporation may be organized under the Act and which are not inconsistent with the purposes set forth in these Articles of Incorporation

B. The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Third Article. It is intended that the Corporation shall have the status of an organization that is exempt from federal income tax under Section 501(c)(3) of the Code and that is

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other than a private foundation. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. 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 individuals, except that the Corporation is 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 consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Florida), and the Corporation shall not participate or intervene in (including the publishing and distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, or any issue, whether or not partisan.

Article IV: Manner of Election

All directors of the Cleveland Clinic Florida Regional Health System Nonprofit Corporation will be elected and appointed as set forth in its Bylaws.

Article V: Registered Agent

The name and Florida street address of the registered agent is:

CT Corporation System
1200 S. Pine Island Road
Plantation, Florida 33324

Article VI: Incorporator

The name and address of the Incorporator is:

R. Jason Oblander, Senior Counsel
Cleveland Clinic Law Department
3050 Science Park Drive, AC-321
Beachwood, OH 44122

Article VII: Dissolution of the Corporation

The Corporation may only be dissolved by the approval of the sole member. Upon dissolution of the Corporation, after paying or making provisions for the payment of all of the liabilities of the Corporation, the sole member shall determine the manner in which the residual assets shall be distributed, provided that all of the assets of the Corporation shall be distributed exclusively to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an organization or organizations exempt from federal income tax under Section 501(c)(3) of the Code.

Article VIII: Amendments

Except as provided, any one or more of the provisions of these Amended and Restated Articles of Incorporation may be amended in accordance with the requirements of the Florida Not for Profit Corporation Act and the Bylaws of the Corporation.


Article IX: Inconsistent Provisions

In the event of any conflict between the provisions of this Amended and Restated Articles of Incorporation and the Bylaws of the Corporation or any other document or instrument governing the affairs of the Corporation, the provisions of this Amended and Restated Articles of Incorporation shall prevail.

Article X

This Amended and Restated Articles of Incorporation was approved and adopted by the Board of Directors on December 19, 2018 and the sole member of the Corporation on December 19, 2018.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation on December 19, 2018.



David W. Rowan
Secretary