

N18 000 010 662

Seann Frazier

(Requestor's Name)

215 S. Monroe St.

(Address)

Suite 750

(Address)

Tallahassee FL 32301

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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Chapman Health Hospice - PB, Inc.

(Business Entity Name)

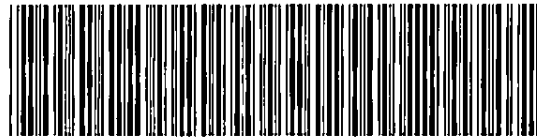
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ARTICLES OF INCORPORATION

of

CHAPTERS HEALTH HOSPICE – 9B, INC.

(A Corporation Not-For-Profit)

ARTICLE I
NAME AND ADDRESS

The name of the corporation is Chapters Health Hospice – 9B, Inc. (the “**Corporation**”). The initial street address of the Corporation’s principal office is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637. The mailing address of the Corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

ARTICLE II
PURPOSES

The Corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the “**Code**”) and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. These purposes include but are not limited to the following:

1. To establish and maintain services for the support and care of persons with or affected by life-limiting or advanced illnesses.
2. To promote the philosophy that the quality of life is important and that life should be lived to its fullest extent by those persons with or affected by life-limiting or advanced illnesses.

3. To promote understanding of the needs of persons with or affected by life-limiting or advanced illnesses.

4. To obtain public involvement and support by disseminating the aims and purposes of this not for profit Corporation and its activities to the general public.

5. To do all other tasks, including the conducting of all activities, necessary, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any of the purposes set forth herein and in furtherance of the Corporation's participation in the health system conducted through and governed by Chapters Health System, Inc., a Florida not for profit corporation, to the full extent permitted by the Bylaws and the laws of the sovereign State of Florida.

ARTICLE III MEMBERS

The sole member of the Corporation is Chapters Health System, Inc., its successors and assigns (the "**Sole Member**").

ARTICLE IV DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws;. The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

ARTICLE V OFFICERS

The officers and their manner of election shall be as provided in the Bylaws.

ARTICLE IV REGISTERED AGENT AND OFFICE ADDRESS

The Registered Agent for the Corporation is H. Darrell White, Esq. The Registered Office address for the Corporation is 1700 N. Monroe Street, Suite 11-161, Tallahassee, Florida 32303.

ARTICLE VII
BYLAWS

The Initial Board shall adopt Bylaws for the Corporation upon its organization which are approved and accepted by the Sole Member and these Bylaws as amended from time to time shall govern the operation and functioning of the Corporation. The Bylaws may thereafter be amended, altered, added to or rescinded only by the Sole Member by the vote of a majority of its Board of Directors at the time of such amendment.

ARTICLE VIII
AMENDMENTS

These Articles may be amended only by the Sole Member as provided in the Bylaws.

ARTICLE IX
DISTRIBUTION UPON DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to the Sole Member if the Sole Member is exempt under Section 501(c)(3) of the Code at the time of such distribution. If the Sole Member is not exempt under Section 501(c)(3) of the Code at the time of such distribution, then such assets shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

ARTICLE X
INCORPORATOR

The name and address of the incorporator is: H. Darrell White, Esq., H. Darrell White, PLLC, 1700 N. Monroe Street, Suite 11-161, Tallahassee, Florida 32303.

ARTICLE XI
TAX EXEMPT RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, the Corporation's members, directors, officers, or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, and upon dissolution, final liquidation or partial liquidation, may make distributions to its qualifying members to the extent permitted by these Articles of Incorporation and applicable law.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends. The Corporation may, however, confer benefits upon its Sole Member in conformity with its purpose, so long as the Sole Member is an exempt organization under Section 501(c)(3) of the Code at the time of the conferring of such benefits.

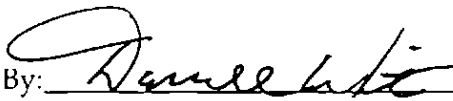
Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

WHEREFORE, the undersigned incorporator has executed these Articles of Incorporation this 4th day of October, 2018, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 
Name: H. Darrell White, Esq.
Title: Incorporator

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CLERK OF THE CIRCUIT COURT
ALACHUA COUNTY, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENCY/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

CHAPTERS HEALTH HOSPICE – 9B, INC.

2. The name and address of the registered agent and office is:

H. Darrell White, Esq.
H. Darrell White, PLLC
1700 N. Monroe, Ste. 11-161
Tallahassee, Florida 32303

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated October 4, 2018


H. Darrell White, Esq.

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