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FLORIDA PROFIT/NON PROFIT CORPORATION

AdventHealth Hospice Care East Florida, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
of
ADVENTHEALTH HOSPICE CARE EAST FLORIDA, INC.**

**ARTICLE I
Corporate Name**

The name of this corporation is AdventHealth Hospice Care East Florida, Inc. ("Corporation").

**ARTICLE II
Corporate Nature**

The entity formed by these Articles of Incorporation is a nonprofit corporation organized solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in accordance with the provisions of the Florida Not-for-Profit Corporation Act (the "Act").

**ARTICLE III
Duration**

The term of existence of the Corporation shall commence on the filing of these Articles of Incorporation and shall continue thereafter in perpetuity.

**ARTICLE IV
Purposes; Corporate Powers**

The primary purpose for which this Corporation is formed is to own and operate post-acute providers, including one or more hospice providers, and to engage in other affiliated business activities and endeavors that will further the health and well-being of the communities served by the Corporation. The Corporation will operate its activities as an integral part of the system of medical and educational organizations offered throughout the world by the Seventh-Day Adventist Church.

To facilitate the implementation and maintenance of its primary purpose, the Corporation shall have in addition to those corporate powers identified in Florida Statutes Section 617.0302, the power to:

- a. Accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time

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to time be given to it, or earned by it in its activities;

- b. Carry on educational activities related to the rendering of care to the sick and/or the promotion of health;
- c. Promote and carry on scientific research related to the prevention, diagnosis and/or treatment of disease or injury;
- d. Participate in any activity designed to promote the general health of the communities served by the Corporation; and
- e. Carry on such other activities as are in furtherance and supportive of the forgoing that are lawful and proper for corporations formed under the Act and recognized as charitable under Section 501(c)(3) of the Code.

Notwithstanding any of the above statements, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Article IV.

ARTICLE V Board of Directors; Officers

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors may be established in the Bylaws and may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of electing and removal of directors shall be as set forth in the Bylaws.

The manner of electing and removal of officers shall be as set forth in the Bylaws.

ARTICLE VI Membership

This Corporation shall have one corporate member. The initial corporate member of the Corporation shall be Memorial Health Systems, Inc. ("Member"), a Florida not for profit corporation recognized by the Internal Revenue Service as a 501(c)(3) organization. As of the incorporation date, the Corporation shall issue a Certificate of Membership to the Member, which Certificate

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shall evidence that all of the membership interests of the Corporation are vested in the Member and such other provisions as are consistent with these Articles of Incorporation, the Corporation's Bylaws and the provisions of the Act.

The manner in which a corporate member may be removed as a member shall be as set forth in the Bylaws.

ARTICLE VII

Earnings and Activities of Corporation

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 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

Distribution of Assets

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to private individuals or entities (other than a member that is recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act or the Code). At all times this Corporation shall be organized and operated solely for nonprofit purposes. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to charitable purposes, and no part of the profits and net income of this Corporation shall ever inure to the benefit of any director, officer, or member (other than a member that is

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recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act or the Code) or to the benefit of any private individual. On the dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this Corporation shall be distributed to the Member and if it is no longer in existence or no longer qualifies as a 501(c)(3) corporation then to Adventist Health System Sunbelt Healthcare Corporation, and if it is no longer in existence or no longer qualifies as a 501(c)(3) organization, the Southern Union Conference of Seventh-day Adventists, which is organized and operated exclusively for religious and charitable purposes. In the event the Southern Union Conference of Seventh-day Adventists is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the Corporation, the assets of the Corporation will be turned over to one or more organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX Incorporator

The name and residence address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Tamara L. Trimble	900 Hope Way Altamonte Springs, FL 32714

ARTICLE X Amendment of Bylaws

Amendments to the Bylaws may be proposed by a resolution adopted by the Board of Directors; however, only amendments approved by the membership shall be effective.

ARTICLE XI Dedication of Assets

The property of this Corporation is irrevocably dedicated to scientific, educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member (other than a member that is recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act

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or the Code) thereof, or to the benefit of any private individual.

ARTICLE XII
Registered Agent and Office

The address of the Corporation's registered office shall be 900 Hope Way, Altamonte Springs, Florida 32714, and the name of its registered agent at said address shall be Tamara L. Trimble.

ARTICLE XIII
Corporation's Principal Office

The location of the Corporation's principal office is 770 W. Granada Boulevard, Suite 304, Volusia County, Ormond Beach, Florida 32174-5180. The mailing address of the Corporation is 770 W. Granada Boulevard, Ormond Beach, Florida 32174-51880.

ARTICLE XIV
Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors; however, only amendments approved by the membership shall be effective.

I, the undersigned, being the subscriber and incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed the Articles of Incorporation this 18th day of February, 2019.



Tamara L. Trimble, Incorporator

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0501, Florida Statutes.



Tamara L. Trimble
Registered Agent

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