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FLORIDA PROFIT/NON PROFIT CORPORATION**AdventHealth West Florida Imaging, Inc.**

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**ARTICLES OF INCORPORATION
OF
ADVENTHEALTH WEST FLORIDA IMAGING, INC.**

**ARTICLE I
Corporate Name**

The name of this corporation is AdventHealth West Florida Imaging, Inc. (this "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 from time to time (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 this 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 operate and provide outpatient imaging services, including, without limitation, the provision of outpatient imaging services to freestanding emergency departments and independent freestanding imaging sites, and to engage in other affiliated business activities and endeavors that will further the health and well-being of the communities served by this Corporation. This 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, this 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 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 this Corporation; and

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- e. Carry on such other activities as are in furtherance and supportive of the foregoing 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 business and affairs of this Corporation shall be managed by a Board of Directors. The number of directors and their election or appointment shall be fixed in the Bylaws.

The officers of this Corporation may include a Chairman, President, Vice President, Secretary, Treasurer and one or more Assistant Secretaries.

ARTICLE VI

Membership

The Corporation shall be organized as a non-stock membership nonprofit corporation. The initial corporate member of this Corporation shall be AdventHealth West Florida Ambulatory Services, Inc., a Florida not for profit corporation ("AWFAS"), recognized by the Internal Revenue Service as a 501(c)(3) organization. As of the incorporation date, this Corporation shall issue a Certificate of Membership to AWFAS, which Certificate of Membership shall evidence that all of the membership interests of this Corporation are vested in AWFAS and such other provisions as are consistent with these Articles of Incorporation, this Corporation's Bylaws and the provisions of the Act.

The manner in which a corporate member may be removed as a member shall be set forth in the Bylaws. The retained powers of the members are set forth in the Bylaws. AWFAS may transfer its membership interests in this Corporation as permitted under the Bylaws and applicable law.

ARTICLE VII

Earnings and Activities of Corporation

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, trustees or other private persons, except that this 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 this 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 this 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, this 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), (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), or (c) by a not for profit corporation under the laws of the State of Florida as they exist or may be hereafter amended.

ARTICLE VIII

Distribution of Assets

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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 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(s) 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 this Corporation, the assets of this Corporation will be turned over to one (1) or more organizations which are exempt under Section 501(c)(3) of the Code.

ARTICLE IX Incorporator

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

Name:

Melissa A. Mora

Address:

14055 Riveredge Drive, Suite 250
Tampa, Florida 33637.

ARTICLE X Amendment of Bylaws

The members shall approve the Bylaws of this Corporation. The Bylaws may only be amended, rescinded or restated by a majority vote of the members at a duly called meeting (including written consent) in accordance with the Bylaws.

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, trustee, or member (other than a member that is recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act or the Code) thereof, or to the benefit of any private individual.

ARTICLE XII Registered Agent and Office

The address of this Corporation's registered office shall be 14055 Riveredge Drive, Suite 250, Tampa, Florida 33637, and the name of its registered agent at said address shall be Melissa A. Mora.

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ARTICLE XIII
Principal Office and Mailing Address

The location of this Corporation's principal office is 14055 Riveredge Drive, Suite 250, Tampa, Florida 33637. The mailing address of this Corporation is 14055 Riveredge Drive, Suite 250, Tampa, Florida 33637.

ARTICLE XIV
Amendment to Articles of Incorporation

Amendments to these 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.

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I, the undersigned, being the subscriber and incorporator of this Corporation, for the purpose of forming this not for profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 24th day of September, 2019.


Melissa A. Mora, Subscriber

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 related to the proper and complete performance of my duties and I accept the duties and obligations of Section 617.0501, Florida Statutes.


Melissa A. Mora
Registered Agent

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