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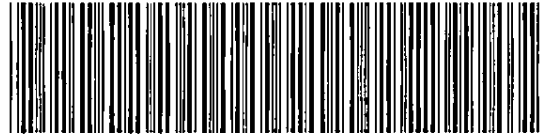
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**DATE: 10/22/19**

**NAME: HEALTH FIRST FOUNDATION II, INC.**

**TYPE OF FILING: ARTICLES**

**COST: 70.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



## ARTICLES OF INCORPORATION

### Health First Foundation II, Inc.

*[a Florida corporation not for profit]*

*These Articles of Incorporation were approved by the undersigned Incorporator on October 22, 2019. The Articles of Incorporation shall become effective upon filing with the Department of State.*

#### Article I

##### Name

The name of the Corporation shall be Health First Foundation II, Inc.

#### Article II

##### Purpose

The Corporation is organized and operated exclusively for charitable, scientific and educational 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"). Consistent with the foregoing, the specific purpose or purposes for which this Corporation is organized are:

1. To be support the exempt purposes of Health First, Inc. and its tax-exempt affiliated entities.
2. To provide charitable, medical, scientific, educational and research support to tax-exempt, not-for-profit medical institutions affiliated with Health First, Inc., and to promote the general health and welfare of the community.
3. To develop community support, to provide direction and expertise, and to assist in acquiring funds and resources for the provision of a health care delivery system designed to find, treat and manage community health care needs with preventive programs or treatment.
4. To facilitate community relationships among community service organizations to address health and health-related community issues and to identify special needs of the community, which would be better served by coordinating existing services.
5. To do everything necessary, suitable or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Florida upon a not-for-profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein

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set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida.

This Corporation is organized exclusively for charitable, scientific, and educational purposes for which a corporation may be formed under the not-for-profit corporation law and not for pecuniary profit or financial gain; and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, trustees, director, officer, or individual. 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 any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities that are either (i) not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code; or (ii) that are not in the furtherance of the purposes expressly stated in Section 1 of this Article II.

### **Article III**

#### **Term**

The period of existence of the Corporation shall be perpetual.

### **Article IV**

#### **Member**

The sole member of the Corporation shall be Health First, Inc., a Florida not-for-profit corporation (the "Member"). Provisions relating to the Member including voting and other rights shall be set forth in the Bylaws of the Corporation.

### **Article V**

#### **Board of Trustees**

The affairs of the Corporation shall be managed by a Board of Trustees, which shall consist of such number of Trustees as shall be fixed by the Bylaws. The manner of selection, classification, qualification, removal, terms of office and all other provisions relating to Trustees shall be as provided in the Bylaws.

Subject to the limitations of these Articles of Incorporation of the Corporation, the Bylaws and the laws of the State of Florida, the Board of Trustees shall not take any action with respect to the following without approval of the Member:

1. any change in the mission, purpose or scope of the Corporation and its operation;
2. the incurrence of debt or guarantee the debt of another;

3. the approval of the sale, lease, purchase, conveyance or other disposition of any real property or any personal property of the Corporation having a fair market value in excess of \$100,000;
4. the approval of the sale, lease, purchase, conveyance or other disposition of all or substantially all of the assets of the Corporation;
5. the approval of annual operating and capital expenditure budgets of the Corporation and any material deviations from such budgets;
6. the approval of the appointment or engagement of all auditors and legal counsel and the engagement of consultants involving expenditures in excess of \$50,000 annually;
7. the approval of any significant changes of human resource and employee benefit, accounting, financial and other policies and procedures;
8. the approval of strategic and long-range plans, major fund raising programs and financial commitments (over and above those contained in approved budgets) in excess of \$100,000;
9. the creation, acquisition, sale, purchase, dissolution or other disposition of any affiliated or controlled entity or any joint venture or any interest in any such entity;
10. the relocation, implementation or discontinuation of a major program or service; and
11. the repeal amendment or restatement of Articles of Incorporation and Bylaws of the Corporation.

#### **Article VI Bylaws**

The Board of Trustees of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

#### **Article VII Amendments**

These Articles of Incorporation may be amended only by the Member in the manner now or hereafter provided in the Florida Statutes.

Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 617 of the Florida Statutes.

**Article VIII  
Dissolution**

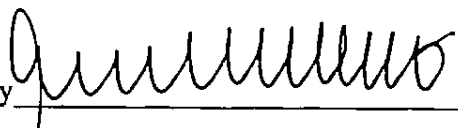
Upon the dissolution the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Member, provided that the Member is then recognized as an organization described in Section 501(c)(3) of the Code. If, at the time of the dissolution or winding up of this corporation, the Member is not as organization which is organized and operated exclusively for charitable purposes which at such time has established its tax-exempt status under Section 501(c)(3) of the Code, then upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to an organization which is organized and operated exclusively for charitable purposes which at such time has established its tax-exempt status under Section 501(c)(3) of the Code or shall be distributed to the Federal, state or local government exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

**Article IX  
Address**

The principal address of the Corporation is 6450 US Highway 1, Rockledge FL 32955. The name and address of the registered agent is Nicholas W. Romanello, Esq., 6450 US Highway 1, Rockledge, FL 32955.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22 day of October 2019, for the purposes hereinabove expressed.

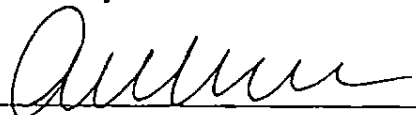
**Health First Foundation II, INC.**

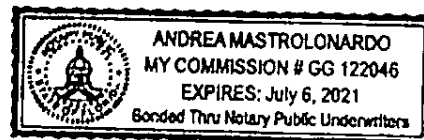
By   
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA COUNTY OF BREVARD

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Nicholas Romanello, who is personally known to me, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed it in the name of and for the corporation, and that he was duly authorized to do so.

WITNESS my hand and official seal in the County and State aforesaid this 22 day of October 2019





**REGISTERED AGENT  
ACCEPTANCE OF APPOINTMENT**

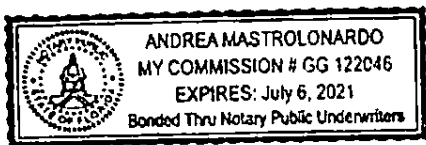
Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designed in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.




Nicholas W. Romanello

Date: 10/22/19

The foregoing instrument was acknowledged before me this 22 day of October, 2019, by Nicholas W. Romanello. He is personally known to me or has produced \_\_\_\_\_ as identification.



  
Notary Public  
My commission expires:

(Notarial Seal)