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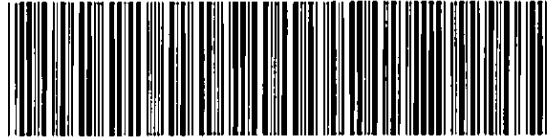
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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: OHI West, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Ashley Keating  
Name (Printed or typed)

1414 Kuhl Ave., MP 2  
Address

Orlando, Florida 32806  
City, State & Zip

352-536-8862  
Daytime Telephone number

ashley.keating@orlandohealth.com  
E-mail address: (to be used for future annual report notification)

FILED  
2020 FEB 14 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FL

**NOTE:** Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
**OF**  
**OHI WEST, INC.**

FILED  
2020 FEB 14 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE FL 32399

The undersigned, desiring to form a not-for-profit corporation under Chapter 687, Florida Statutes, has subscribed to these Articles of Incorporation to form the corporation that is the subject hereof.

**ARTICLE I**

**Name and Principal Office**

The name under which this corporation shall be known is OHI West, Inc. (hereinafter, the "Corporation").

Its facilities shall be located in St. Petersburg, Pinellas County, Florida, or at such other location(s) with other offices and facilities both within and without the State of Florida as may be hereafter established by the Board of Directors.

The street address of the Corporation's principal office and the street address of the Corporation's initial registered office shall be 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806. The name of the Corporation's initial registered agent at such address shall be Ryan Zika, Esq.

**ARTICLE II**

**Purposes**

The Corporation is organized and operated exclusively for purposes that are charitable, scientific, and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue laws (the "Internal Revenue Code"), including:

1. To establish, support, manage and furnish facilities, personnel and services to provide quality diagnosis, medical, surgical and hospital care, extended care, outpatient care and home care to sick, injured or disabled persons without regard to race, creed, color, sex or national origin. In providing such services for patients, it shall be an objective of this Corporation consistent with sound business practices to make the care of each patient as pleasant an experience as possible for both the patient and those having an interest in the well-being of the patient.

2. To carry on such educational activities related to rendering care to the sick and injured, or to the promotion of health, as, in the opinion of the Board of Directors, may be

justified by the facilities, personnel, funds and other requirements that are, or can be, made available.

3. To manage, operate or participate, so far as health system policy, circumstances and available funds may warrant, in any activity designed and carried on to promote the general health of the community.

4. To establish and maintain a corporation organized exclusively for charitable, scientific and educational purposes as a not-for-profit corporation, whose activities shall be conducted for such purposes in such manner that no part of its net earnings shall inure to the benefit of any member, director, officer or other individual.

5. To conduct such business and to exercise such corporate powers, including, but not limited to, the objectives and purposes set forth above, as may be lawfully permitted to be engaged in or conducted by corporations organized and incorporated for purposes not for pecuniary profit pursuant to the provisions of Chapter 617 of the Florida Statutes.

### **ARTICLE III**

#### **Limitation of Corporate Powers**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, unless allowed by Section 501(c)(3) of the Internal Revenue Code and Chapter 617 of the Florida Statutes, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation by such persons.

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 Section 501(h) of the Internal Revenue Code), and the Corporation shall not directly or indirectly participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and/or 2522(a)(2) of the Internal Revenue Code.

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

Notwithstanding any other provision of these Articles, if for any taxable year the Corporation is deemed a "private foundation" described in Section 509(a) of the Internal Revenue Code, the Corporation will:

1. Cause its income for each taxable year to be distributed at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code;
2. Engage in no act of self-dealing as defined in Section 4941 of the Internal Revenue Code;
3. Not obtain or retain excess business holdings as defined in Section 4943 of the Internal Revenue Code;
4. Make no investment in such manner so as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and
5. Make no taxable expenditure as defined in Section 4945 of the Internal Revenue Code.

#### **ARTICLE IV**

##### **Membership**

The sole member of the Corporation is Orlando Health, Inc. ("Member"), as long as it remains qualified for exemption under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE V**

##### **Term of Existence**

The term for which the Corporation shall exist shall be perpetual.

#### **ARTICLE VI**

##### **Management**

The affairs of the Corporation are to be managed by a Board of Directors which shall consist of not less than five (5) directors. The exact number of directors shall be the number as provided in the Bylaws of the Corporation and may be changed from time to time as provided in the Bylaws.

All directors of the Corporation shall be appointed by the Member and shall hold office for the term and possess such qualifications as are set forth under the Bylaws of the Corporation.

The Member shall appoint the officers of the Corporation as provided in the Bylaws. The officers of the Corporation shall have duties, hold office for such terms and be elected in such manner as is provided in the Bylaws of the Corporation.

## **ARTICLE VII**

### **Incorporator**

The name and address of the incorporator are as follows: David Strong, 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806.

## **ARTICLE VIII**

### **Bylaws**

The Bylaws of the Corporation shall be adopted and may be altered, amended, repealed or supplemented by and upon approval of the Member in accordance with the provisions of the Bylaws relating to such amendment.

## **ARTICLE VIII**

### **Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended at any time by the Member in accordance with the procedure provided by Chapter 617, Florida Statutes. Any amendment of these Articles of Incorporation shall become effective 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.

The foregoing Articles of Incorporation were approved by the Member with the number of votes sufficient for approval.

IN WITNESS WHEREOF, the undersigned authorized signatory has executed these Articles of Incorporation to be effective February 12, 2020.

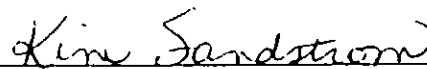
  
\_\_\_\_\_  
David Strong, Incorporator & CEO of the Member

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of February, 2020, by David Strong, CEO of Orlando Health, Inc. (Member), who ☒ is personally known to me or ☐ produced \_\_\_\_\_ (type of identification) as identification.

(Notarial Seal)



  
\_\_\_\_\_  
Notary Public - State of Florida  
Printed Name: Kim Sandstrom  
Commission No.: 183841  
My Commission Expires: 6/4/2022

**FILED**  
2020 FEB 14 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FL

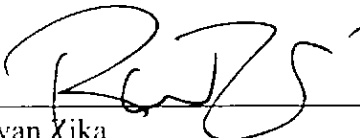
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That OHI West, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806, has named Ryan Zika as its agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Ryan Zika  
(Registered Agent)

**FILED**  
2020 FEB 14 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FL