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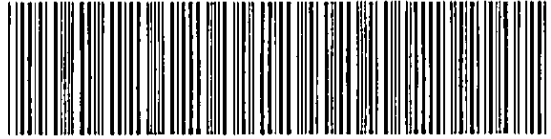
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APR 15 2020

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

TIDEWELL FOUNDATION, INC

Signature _____

Requested by: Seth

04/13/20

Name _____

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SECRETARY OF STATE
TALLAHASSEE, FL

Name: **Tidewell Foundation, Inc.**

ARTICLES OF INCORPORATION
OF
TIDEWELL FOUNDATION, INC.

The undersigned hereby associate themselves to form a not for profit corporation under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME AND DURATION

1. The name of the corporation shall be Tidewell Foundation, Inc., by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. Tidewell Foundation, Inc. may hereinafter be referred to as the "Corporation."
2. The corporate existence of this Corporation shall begin on the date the certificate of incorporation is issued by the Secretary of State of Florida and shall continue perpetually thereafter unless dissolved as provided by law.
3. The principal office and place of business of the corporation shall be as set forth in the Bylaws of the Corporation.

ARTICLE II
PURPOSE

The purpose of which the Corporation is organized is to advance understanding, participation and support of the mission and programs of Tidewell Hospice, Inc., a Florida not for profit corporation ("Tidewell Hospice"), and its affiliated not for profit organizations, including, but not limited to Stratum Health System, Inc., a Florida not for profit corporation organized to be a tax-exempt corporation qualified under Section 501(c)(3) of the Code ("Stratum Health") together with Stratum Health's subsidiary companies, honoring its community's sacred trust through stewardship, and it is thus organized to operate exclusively for charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and, within such limits, to: (1) foster, promote and provide funds to or for the benefit of Tidewell Hospice together with Stratum Health and its existing or future subsidiaries; and (2) consistent with the foregoing, to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

Name: **Tidewell Foundation, Inc.**

ARTICLE III MEMBERS

The sole member of the Corporation shall be Stratum Health, and in the event that Stratum Health is not then in existence, the Corporation shall have no members. For purposes of these Articles, "not then in existence" with respect to Stratum Health shall mean the dissolution or merger of Stratum Health with or into any entity other than a currently existing subsidiary of Stratum Health.

ARTICLE IV BOARD OF DIRECTORS

The affairs and business of the corporation shall be conducted by a Board of Directors of the Corporation of not less than five (5) members and no more than a number as set by the Board of Directors of the Corporation pursuant to the Bylaws. The Board of Directors shall be appointed in accordance with the provisions of the Bylaws of the Corporation. The Board of Directors shall be authorized to fill any vacancy by reason of death, resignation, or termination in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE V AMENDMENTS TO ARTICLES

These Articles of Incorporation may only be amended by the affirmative vote of a majority of the full Board of Trustees of the Corporation, with the approval of a majority vote of the full Board of Trustees of Stratum Health, provided that prior notice of the proposed changes shall have been given in writing to each Board Trustee voting on such amendment at least fifteen (15) days prior to the meeting of the respective Board of Trustees. Any amendments, alterations, changes, additions or deletions from these Articles of Incorporation shall be consistent with the laws of the State of Florida and in compliance with section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, which limits, defines or regulates the powers of the Corporation. In the event that Stratum Health is not then in existence, these Articles of Incorporation shall be amended or repealed and new Articles of Incorporation shall be adopted by the affirmative vote of a majority of the full Board of Trustees of the Corporation with the approval of a majority vote of the full Board of Trustees of Tidewell Hospice, provided that prior notice of the proposed changes shall have been given in writing to each Board Trustee voting on such amendment at least fifteen (15) days prior to the meeting of the respective Board of Trustees. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law. Notwithstanding and in addition to the foregoing, during the initial five (5) years of the existence of the Foundation, these Articles of Incorporation may also be amended or repealed and new Articles of Incorporation may be adopted by the affirmative vote of $\frac{3}{4}$ of the full Board of Trustees of Stratum Health, and in the event that Stratum Health is not then in existence, upon the affirmative vote of $\frac{3}{4}$ of the full Board of Trustees of Tidewell Hospice, provided that prior notice of the proposed changes shall have been

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given in writing to each Board Trustee voting on such amendment at least fifteen (15) days prior to the meeting of the respective Board of Trustees.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a Director or Officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her's being or having been a Director or Officer of this Corporation whether or not he/she continues to be a Director or Officer of this Corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the Corporation itself. However, no such Director or Officer shall be so indemnified with respect to, any matter as to which such Director or Officer shall be finally adjudged to be liable for actual misconduct in the performance of his/her's duties as a Director or Officer. The Corporation may settle any litigation against a Director or Officer if the costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of its liabilities of the Corporation, dispose of all of the unrestricted assets of the Corporation as set forth in the bylaws of the Corporation, provided and on condition that in all cases the assets of the Corporation are distributed to a validly existing, tax-exempt corporation qualified under Section 501(c)(3) of the Code.

ARTICLE VIII TRUSTEES

The names and addresses of the persons to serve as incorporators and the initial Trustees until their successor are elected and qualified are:

Renee Eppard	5955 Rand Blvd, Sarasota, Florida 34238
Thomas T. Stuhley	5955 Rand Blvd, Sarasota, Florida 34238
Janice A. Miller	5955 Rand Blvd, Sarasota, Florida 34238
Steven W. Hall	5955 Rand Blvd, Sarasota, Florida 34238
Judith Berlow	5955 Rand Blvd, Sarasota, Florida 34238

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IN WITNESS WHEREOF, witness our hands this 13 day of April, 2020.

DocuSigned by:
Renee Eppard
Renee Eppard, Incorporator

DocuSigned by:
Thomas T. Stuhley
Thomas T. Stuhley, Incorporator

DocuSigned by:
Janice Miller
Janice A. Miller, Incorporator

DocuSigned by:
Steve Hall
Steven W. Hall, Incorporator

DocuSigned by:
Judith T. Barlow
Judith Barlow, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FL
EPD

CERTIFICATE OF REGISTERED AGENT

In compliance with Sections 48.091 and 607.0202, Florida Statutes, the following is submitted:

FIRST that TIDEWELL FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5955 Rand Blvd. Sarasota, FL 34238, has named Blalock Walters, P.A., located at 802 11th Street West, Bradenton Florida 34205, as its agent to accept service of process within Florida.

Dated April 13, 2020.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DocuSigned by:
Jennifer S. Schembri
Jennifer S. Schembri, Vice-President