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2020 APR 13 PM 3:23

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COVER LETTER

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

SUBJECT: OHI West Medical Group, 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 L. Keating

Name (Printed or typed)

1414 Kuhl Avenue, MP 2

Address

Orlando, Florida 32806

City, State & Zip

407-579-4209

Daytime Telephone number

ashley.keating@orlandohealth.com

E-mail address: (to be used for future annual report notification)

2020 APR 13 PM 3:23

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

ARTICLES OF INCORPORATION
OF
OHI WEST MEDICAL GROUP, INC.

The undersigned, desiring to form a not-for-profit corporation under Chapter 617, 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 Medical Group, 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

This 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 or corresponding provision of future laws (the "Internal Revenue Code") for the exclusive benefit of Orlando Health, Inc. a not for profit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, including:

- (a) The promotion of health, including the care and treatment of persons suffering from mental or physical illness, disease or disability;
- (b) The provision of any educational activities related to rendering care to the sick and injured or the promotion of health which may be justified by the facilities, personnel, funds or other requirements that are or can be made available to this Corporation

- (c) The provision of specific research related to the care of the sick and injured insofar as such research can be carried on in, or in connection with, the facilities and programs operated by this Corporation;
- (d) The participation in, so far as circumstances may warrant, any activity designed and carried on to promote the general health of the community; and
- (e) Subject to the limitations as set forth in Article III, conducting such business and exercising such corporate powers, including those 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 OHI West, Inc. ("Member"), as long as it remains qualified for exemption under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V

Board of Directors

1. The affairs of the Corporation are to be managed by a Board of Directors, which shall consist of not less than three (3) members.
2. The initial members of the Board of Directors shall be elected by the incorporator. Thereafter, the exact number of directors shall be determined and may be modified from time to time in accordance with the Bylaws of the Corporation.
3. 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 VI

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.

ARTICLE VII

Term of Existence

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

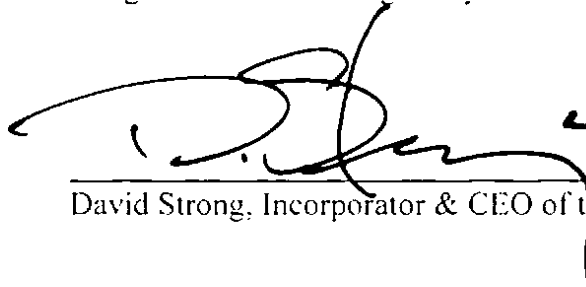
ARTICLE VIII

Incorporator

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

The foregoing Articles of Incorporation were approved by the Member with the number of votes sufficient for approval as of April 7, 2020.

IN WITNESS WHEREOF, the undersigned authorized signatory has executed these Articles of Incorporation

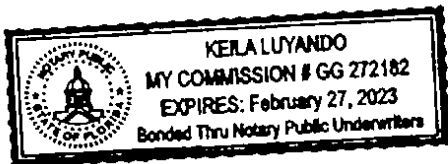
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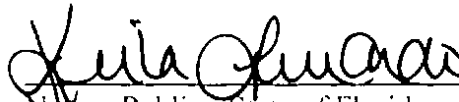
David Strong, Incorporator & CEO of the Member

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6 day of April, 2020, by David Strong, CEO of OHI West, Inc. (Member), who ☒ is personally known to me or ☐ produced _____ (type of identification) as identification.

(Notarial Seal)



_____
Notary Public - State of Florida
Printed Name: Keila Luyando
Commission No.: GG 272182
My Commission Expires: 2.27.23

**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 Medical Group, 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.

A handwritten signature in black ink, appearing to read 'R. Zika', is written over a horizontal line.

Ryan Zika
(Registered Agent)