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CAPITAL CONNECTION, INC.

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

EMPATH-STRATUM, INC.

Signature _____

Requested by:

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TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
EMPATH-STRATUM, INC.,**

A Not-for-Profit Corporation

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be: EMPATH-STRATUM, INC.

ARTICLE II
ADDRESS

The street address and mailing address of the corporation is: 5955 Rand Blvd., Sarasota, FL 34238.

ARTICLE III
DURATION

The corporation shall have perpetual existence.

ARTICLE IV
PURPOSES

The corporation is organized exclusively for charitable, religious, education, and scientific 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) (collectively the "Code"), and within such limits, to: (i) serve as the sole member of; (2) support, promote, maintain and make contributions to; (3) operate for the benefit of; (4) carry out the functions and purposes of; (5) otherwise coordinate, supervise and contribute to the activities of (A) Stratum Health System, Inc., a Florida not for profit corporation ("Stratum Health") and its affiliates, which have been determined by the Internal Revenue Service to be exempt from taxation and not a private foundation pursuant to Sections 501(c)(3) and 509(a) of the Code, and (B) Empath Health, Inc., a Florida not for profit corporation ("Empath Health") and its affiliates, which have been determined by the Internal Revenue Service to be exempt from taxation and not a private foundation pursuant to Sections 501(c)(3) and 509(a) of the Code; and (6) otherwise coordinate, supervise and, to the extent permitted under applicable law, contribute to the activities of any existing or future entities or affiliates of the corporation, Stratum Health or Empath Health, that perform one or more of the functions, or that further the general purposes of, the corporation, Stratum Health and/or Empath Health; and, consistent with the foregoing, to exercise all powers

available to a corporation organized pursuant to the Florida Not For Profit Corporation Act.

ARTICLE V POWERS

This corporation shall have all the powers granted by law to Florida Not For Profit Corporations subject to the following limitations and restrictions.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its incorporators, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, unless Section 501(h) of the Code shall apply to the corporation, in which case the corporation shall not normally make lobby or grass roots expenditures in excess of the amounts therein specified. The corporation shall not in any manner or to any extent 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; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Code.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In the event that the corporation is a private foundation within the meaning of Section 509(a) of the Code:

- i. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- ii. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- iii. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- iv. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- v. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VI **DISSOLUTION**

No director, trustee, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the un-restricted assets of the corporation by transferring such assets to (i) one or more organizations with a purpose or mission that is similar to the mission and purpose of the corporation, that is validly existing and exempt from taxation and not a private foundation pursuant to Sections 501(c)(3) and 509(a) of the Code, or (ii) if no such organizations exist, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII **MEMBERSHIP**

This corporation shall have no members.

ARTICLE VIII **BOARD OF TRUSTEES**

The affairs of the corporation shall be managed by its Board of Trustees acting as a board of directors, pursuant to the Act. The number of trustees shall at no time be less than three (3) and shall be no more than a number as set by the Board of Trustees of the corporation, pursuant to the bylaws of the corporation. The method of selection of trustees shall be as set forth in the bylaws of the corporation. The Board of Trustees shall be a self-perpetuating body and new trustees shall be elected by ongoing trustees pursuant to the bylaws of the corporation. Vacancies on the Board of Trustees shall be filled by the remaining members of the Board of Trustees, pursuant to the bylaws of the corporation.

ARTICLE IX **BYLAWS**

The Board of Trustees shall make, and shall have the power to amend or repeal, the bylaws of the corporation.

ARTICLE X **REGISTERED OFFICE AND AGENT**

The registered office of the corporation shall be 802 11th Street West, Bradenton, FL 34205.

The registered agent shall be: Blalock Walters, P.A.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XI
INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are:

Jonathan D. Fleece: 5955 Rand Blvd., Sarasota, FL 34238.

Rafael Sciuillo: 5771 Roosevelt Blvd, Clearwater, FL 33760.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 8 day of June, 2020.

DocuSigned by:

Jonathan D. Fleece

Jonathan D. Fleece

DocuSigned by:

Rafael Sciuillo

Rafael Sciuillo

SECRETARY OF STATE
TALLAHASSEE, FL

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACCEPTANCE AND ACKNOWLEDGMENT

I hereby agree to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of §617.0501, Florida Statutes.

BLALOCK WALTERS, P.A., a Florida professional service corporation

DocuSigned by:

By: *Jennifer Schembri*

Name: Jennifer Schembri

Title: Vice-President