

Division of Corporations

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Florida Department of State

Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Sutton Clinic of Tampa Bay, Inc.

Certificate of Status	0
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DIVISION OF CORPORATIONS
TAMPA, FLORIDA

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ARTICLES OF INCORPORATION

of

SUTTON CLINIC OF TAMPA BAY, INC.

The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation (the "*Corporation*") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

ARTICLE I

Name and Address

The name of the Corporation is **SUTTON CLINIC OF TAMPA BAY, INC.** The street address and mailing address of the initial principal office is 7520 Sunshine Skyway Lane, Unit # 211, St. Petersburg, FL 33711. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

ARTICLE II

Purposes

The purposes for which the Corporation is organized are to own, lease, conduct, operate, or manage a hospital or hospitals within the State of Florida, and other healthcare facilities and facilities related thereto, focusing on children's healthcare; to conduct health-related educational and training programs for physicians, nurses, and other health care professionals and the general public; to conduct other activities related to the operation of one or more children's hospitals, including, but not limited to, extended care and outpatient care; and to cooperate with other charitable organizations and institutions interested in children's healthcare needs.

The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "*Code*")

ARTICLE III

Powers

In carrying out its exempt purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises, and other contributions for educational and charitable purposes, to hold and administer the funds and properties received, and to expend, contribute, and otherwise dispose of funds or properties for educational and charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for educational and charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of educational and charitable purposes.

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage

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in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes.

ARTICLE IV Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. Members of the Board of Directors shall serve staggered three (3) year terms and shall be elected in the manner provided in the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the initial Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
Christopher J. Sutton	7520 Sunshine Skyway Lane, Unit # 211 St. Petersburg, FL 33711
Donald A. Lee	4000 Horizons Drive Columbus, OH 43221
Erika Key	1971 W. Lumsden Road, Unit # 109 Brandon, FL 33511

ARTICLE V Officers

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Title</u>
Christopher J. Sutton	President
Erika Key	Secretary
Donald A. Lee	Treasurer

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ARTICLE VI **Incorporator**

The name of the incorporator is **Vitauts M. Gulbis, Esq.** The street address of the incorporator is **Johnson, Pope Bokor, Ruppel & Burns, LLP, 401 E. Jackson Street, Suite 3100, Tampa, Florida 33602.**

ARTICLE VII **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is **911 Chestnut Street, Clearwater, FL 33756**, and the name of the initial registered agent at such address is **Chestnut Business Services, LLC.**

ARTICLE VIII **Bylaws**

The Board of Directors of this Corporation shall 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 IX **Amendments**

Amendments to these Articles of Incorporation shall be approved by the Board of Directors by a majority present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE X **Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or any organization, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall have no capital stock, pay no dividends, and shall not distribute any part of its net income or assets to any members, Directors, or officers.

Although the Corporation is not intended to be a private foundation, as defined in Section 509(a) of the Code, without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be determined to be a private foundation, it shall not:

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(i) fail to 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) engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(iii) retain any excess business holdings as defined in Section 4943(c) of the Code;

(iv) make any investment in such manner as to subject it to tax under Section 4944 of the Code; or

(v) make any taxable expenditures as defined in Section 4945(d) of the Code.

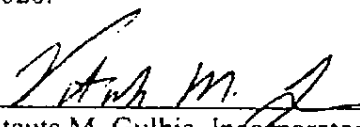
ARTICLE XI Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to one or more organization described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer, or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court 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 XII Term of Existence

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 11 day of August, 2020.



Vitauts M. Gulbis, Incorporator

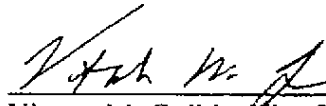
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and acknowledges that he is familiar with and accepts the obligations of his position as registered agent.

CHESTNUT BUSINESS SERVICES, LLC, a
Florida limited liability company

Date: August 11, 2020


Vitauts M. Gulbis, Vice President

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STATE OF FLORIDA

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