

12/8/2020

N20000013523

Division of Corporations

Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION

ASV ST JOHNS COUNTY, INC

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**ARTICLES OF INCORPORATION
OF
ASV St Johns County, Inc.**

The undersigned incorporator, in accordance with Chapter 617 of the Florida Statutes, executes these Articles of Incorporation of ASV St Johns County, Inc., as a Florida not for profit corporation, and sets forth the following:

**ARTICLE I
GENERAL**

Section 1.1 Name. The name of the corporation is ASV St Johns County, Inc., a Florida not for profit corporation (the "Corporation").

Section 1.2 Definitions. Capitalized words and phrases not otherwise defined herein shall have the meaning described thereto in the Bylaws of the Corporation.

**ARTICLE II
PURPOSES**

Section 2.1 Purposes. The Corporation is organized exclusively for charitable, religious, educational, 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) (the "Code"), including, for such purposes, the making of distribution to organization that qualify as exempt organization under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and Ascension.

- 2.1.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- 2.1.2 No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not 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.
- 2.1.3 Notwithstanding any other provision of the Corporation's Articles of Incorporation or Bylaws, the Corporation shall only operate for charitable purposes, and the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation except from federal income tax under Section 501(C)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLES 111
DURATION**

Section 3.1 Period of Existence. The period during which the Corporation shall continue is perpetual.

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ARTICLE IV
REGISTERED AGENT AND OFFICE,
AND PRINCIPLE OFFICE

Section 4.1 **Registered Agent and Registered Office.** The name and address of the Corporation's registered agent and office for the service of process, at the time of execution of the document are:

Corporation Service Company
1201 Hayes Street
Tallahassee, FL 32301

Section 4.2 **Principle Office and Mailing Address.** The principle office of the Corporation and mailing address of the Corporation, at the time of execution of this document, are:

Principle Office:
ASV St Johns County, Inc.
1 Shircliff Way
Jacksonville, Florida 32204

Mailing Address:
ASV St Johns County, Inc.
c/o Ascension Legal Services
102 Woodmont Boulevard, Suite 800
Nashville, Tennessee 37205

ARTICLE V
MEMBERSHIP

Section 5.1 **Members.** The Corporation shall have a sole member, St. Vincent's Health System, Inc.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1 **Directors.** The method of election of Directors is stated in the Bylaws of the Corporation.

ARTICLE VII
PROVISIONS FOR REGULATION
AND CONDUCT OF THE AFFAIRS OF CORPORATION

Section 7.1 **Bylaws.** The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with applicable law of the State of Florida.

Section 7.2 **Disposition of Assets.** Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board (subject to the prior approval of Ascension Health) and in accordance with the following:

7.1.1 The paying, or the making of provision, of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures, and other similar documents.

- 7.1.2 Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other except organization(s) under Section 501(c)(3) of the Code as shall be determined by Ascension.
- 7.1.3 Any other assets not so disposed of shall be distributed for one or more except purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle 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 VIII
NAME AND ADDRESS OF INCORPORATOR

Section 8.1. the name and address of the incorporator is:

Matthew Jagger
C/O Ascension Saint Thomas
102 Woodmont Blvd., Suite 800
Nashville, TN 37205

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 8th day of December, 2020

Matthew Jagger

Name: 

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The undersigned, being a Notary Public in and for the county and state set forth above, THE FOREGOING INSTRUMENT was acknowledged before me by Matthew Jagger, as Incorporator of **ASV St Johns County, Inc.**, and he/she is personally known to me, and being informed of the contents herein, he/she voluntarily executed same this 8th day of December, 2020

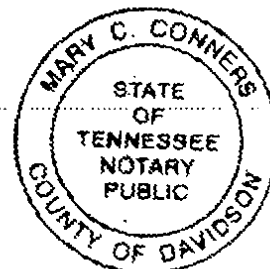
[NOTARY]

Mary C. Conners

Name: 

Notary Public – State of Tennessee

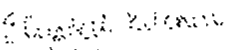
My commission expires: 7/9/2022



My Comm. Expires
July 9, 2022

ACCEPTANCE AS REGISTERED AGENT: Having been named as a registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accept the obligation of its position as registered agent.

Corporation Service Company

By: 
Name: Elizabeth Kitchen
Title: Assistant Secretary

Date: December 8th 2020