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FLORIDA PROFIT/NON PROFIT CORPORATION
UFBL HOLDINGS, INC.

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ARTICLES OF INCORPORATION
OF
UFBL HOLDINGS, INC.

In accordance with Chapter 617 of Florida Statutes (the "Act"):

ARTICLE I
NAME

The name of the corporation shall be UFBL Holdings, Inc. (the "**Corporation**"), a Florida not-for-profit corporation.

ARTICLE II
ADDRESS

The initial principal office and mailing address of the Corporation shall be:

1800 N.W. 49th Street
Fort Lauderdale, Florida 33309

ARTICLE III
PURPOSES AND POWERS

Section 3.1. The Corporation is organized exclusively for charitable, educational and scientific purposes and for the following specific purposes:

(a) To support and promote health care programs and services for, and other charitable purposes of, the residents of the North Broward Hospital District (the "**Member**"), a special taxing district created pursuant to chapter 27438, Laws of Florida, which was recodified in ch. 2006-347, Laws of Florida, as amended, and a tax-exempt organization under the Code;

(c) To establish, purchase, take, receive, invest in, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, limited liability companies or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

(d) To make contracts and guaranties, incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes and other obligations and secure its obligations by mortgage and pledge of all or any of its property, franchises or income;

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(e) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(f) Except as prohibited under the Act, to lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds loaned or invested; and

(g) To conduct any and all lawful affairs and business for which corporations may be organized and operated under the Act for the purpose of accomplishing any of enumerated the purposes of the Corporation set forth above, including, subject to the Corporation's Bylaws, acquiring, receiving, accepting, using, holding, managing and disposing of all types of real and personal property acquired by or given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto.

Section 3.2. Notwithstanding the foregoing or any other provision of these Articles of Incorporation:

(a) The purposes for which the Corporation is organized shall be limited to those which are strictly charitable;

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office;

(c) No compensation shall be paid to any officer, director or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation. The Corporation is organized to serve public interests and the Corporation shall not be operated for the benefit of private interests; and

(d) The Corporation shall take no action to cause the District, the Foundation or the Member to be disqualified as tax-exempt organizations under the Code or fail to take any reasonably necessary action in the Corporation's control to prevent the District, the Foundation or the Member from being disqualified as tax-exempt organizations under the Code.

ARTICLE IV **TERM OF EXISTENCE**

The Corporation shall have a perpetual existence.

ARTICLE V **MEMBERSHIP**

The Member shall be the sole member of the Corporation.

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ARTICLE VI
NONSTOCK BASIS

The Corporation is organized on a nonstock basis.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be:

1800 NW 49th Street
Fort Lauderdale, Florida 33309.

The name of the registered agent of the Corporation shall be Linda J. Epstein, Esq.

ARTICLE VIII
DIRECTORS AND OFFICERS

Section 8.1 The business of the Corporation shall be conducted and managed by a Board of Directors consisting of at least three (3) directors as provided in the Corporation's Bylaws. The selection, qualification, appointment and removal of directors, their terms and the filling of vacancies, shall be provided for in the Corporation's Bylaws.

Section 8.2 The officers of the Corporation and their qualifications, term, appointment, removal from office and how vacancies are filled may be provided for in the Corporation's Bylaws.

ARTICLE IX
INCORPORATOR

The following is the name and street address of the incorporator who signed these Articles of Incorporation:

B. Russell Marcus, Esq.
Akerman LLP
201 East Las Olas Boulevard, Suite 1800
Fort Lauderdale, Florida 33301

ARTICLE X
BYLAWS

The Board of Directors of the Corporation shall adopt and may amend the Bylaws of the Corporation.

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ARTICLE XI
AMENDMENTS TO THESE ARTICLES OF INCORPORATION


The Board of Directors of the Corporation may amend these Articles of Incorporation.

ARTICLE XII
DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to the Member. If the Member is not then in existence, then the Corporation's remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and has established its tax-exempt status under Section 501(c)(3) of the Code.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of February, 2021.


B. Russell Marcus, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

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

Linda Epstein

Linda Epstein (Feb 12, 2021 13:03 EST)

Linda J. Epstein, Esq.

Dated: February 12, 2021.

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