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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ADVENTHEALTH RIVERVIEW, INC.**

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Amended
Restated

MAY 20 2021

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COVER LETTER

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

SUBJECT: AdventHealth Riverview, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
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 Status
ADDITIONAL COPY REQUIRED

FROM: Margaret Marchak

Name (Printed or typed)

14055 Riveredge Dr, Suite 250

Address

Tampa, FL 33637

City, State & Zip

813-803-4025

Daytime Telephone number

margaret.marchak@adventhealth.com

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

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

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
ADVENTHEALTH RIVERVIEW, INC.
(A Florida Not For Profit Corporation)**

**ARTICLE I
Corporate Name**

The name of this corporation is AdventHealth Riverview, Inc. ("Corporation").

**ARTICLE II
Corporate Nature**

The entity formed by these Articles of Incorporation is a nonprofit membership corporation organized solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in accordance with the provisions of the Florida Not-for-Profit Corporation Act (the "Act").

**ARTICLE III
Duration**

The term of existence of the Corporation shall commence on the filing of these Articles of Incorporation and shall continue thereafter in perpetuity.

**ARTICLE IV
Purposes; Corporate Powers**

The primary purpose for which this Corporation is formed is to construct and operate a general acute hospital, and to engage in activities and endeavors that will support affiliated charitable organizations of AdventHealth, including furthering the health and well-being of the communities served by AdventHealth. The Corporation will operate its health care facilities as an integral part of the system of medical and educational organizations offered throughout the world by the Seventh-day Adventist Church.

To facilitate the implementation and maintenance of its primary purpose, the Corporation shall have in addition to those corporate powers identified in Florida Statutes Section 617.0302, as amended, the power to:

- a. Accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time to time be given to it, or earned by it in its activities;
- b. Acquire (through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal;
- c. Carry on educational activities related to the promotion of health;

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- d. Support scientific research related to the prevention, diagnosis and/or treatment of disease or injury;
- e. Participate in any activity designed to promote the general health of the communities served by the Corporation and/or AdventHealth; and
- f. Carry on such other activities as are in furtherance and supportive of the foregoing that are lawful and proper for corporations formed under the Act and recognized as charitable under Section 501(c)(3) of the Code.

Notwithstanding any of the above statements, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Article IV.

ARTICLE V

Board of Directors; Officers

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors may be established in the Bylaws and may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of electing and removal of directors shall be as set forth in the Bylaws. The initial directors, each of whom shall hold a term of office for one year commencing with the date on which these Articles of Incorporation are accepted for filing by the Florida Secretary of State unless he/she otherwise resigns or is removed, shall be:

Michael H. Schultz
Bruce Bergherm
Dima Didenko
Margaret Marchak

The manner of electing and removal of officers shall be as set forth in the Bylaws. The initial corporate officers, each of whom shall hold office for a term of one year commencing with the date on which these Articles of Incorporation are accepted for filing by the Florida Secretary of State unless he/she otherwise resigns or is removed, shall be:

Michael Schultz	President
Bruce Bergherm	Vice President
Dima Didenko	Treasurer
Margaret Marchak	Secretary
Tamara L. Trimble	Assistant Secretary

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ARTICLE VI

Membership

This Corporation shall have one corporate member. The initial corporate member of the Corporation shall be Adventist Health System Sunbelt Healthcare Corporation ("AdventHealth"), a Florida not for profit corporation recognized by the Internal Revenue Service as a 501(c)(3) organization. As of the incorporation date, the Corporation shall issue a Certificate of Membership to AdventHealth, which Certificate shall evidence that all of the membership interests of the Corporation are vested in AdventHealth and such other provisions as are consistent with these Articles of Incorporation, the Corporation's Bylaws and the provisions of the Act.

The manner in which a corporate member may be removed as a member shall be as set forth in the Bylaws.

ARTICLE VII

Earnings and Activities of Corporation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, 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 any of its purposes. 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 subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

Dedication and Distribution of Assets

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to private individuals or entities (other than a member that is recognized as a 501(c)(3) organization, subject to any limitations imposed by the Act or the Code). At all times this Corporation shall be organized and operated solely for nonprofit purposes. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to charitable purposes, and no part of the profits and net income of this Corporation shall ever inure to the benefit of any director, officer, or member (other than a member that is recognized as a 501(c)(3) organization,

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subject to any limitations imposed by the Act or the Code) or to the benefit of any private individual. On the dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of the Corporation shall be distributed to the member in accordance with the provisions of the Bylaws of the Corporation, provided the member entitled to a distribution is an organization that has established and thereafter maintained (as of the date of dissolution of the Corporation) its tax exempt status under Section 501(c) (3) of the Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX

Amendment of Bylaws

Amendments to the Bylaws may be proposed by a resolution adopted by the Board of Directors; however, only amendments approved by the membership shall be effective.

ARTICLE X

Registered Agent and Office

The address of the Corporation's registered office shall be 14055 Riveredge Drive, Suite 250, Tampa, FL 33637 and the name of its registered agent at said address shall be Margaret Marchak.

ARTICLE XI

Corporation's Principal Office

The location of the Corporation's principal office is 14055 Riveredge Drive, Suite 150, Tampa, FL 33637. The mailing address of the Corporation is 14055 Riveredge Drive, Suite 150, Tampa, FL 33637.

ARTICLE XII

Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors; however, only amendments approved by the membership shall be effective.

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ARTICLE XIII

Incorporator

The name and residence address of the Incorporator of this Corporation is as follows:

Name	Address
Margaret Marchak	14055 Riveredge Drive, Suite 250 Tampa, FL 33637

These Amended and Restated Articles of Incorporation were approved by the member on April 8, 2021.

Designated by:

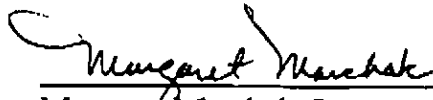
Margaret Marchak

Margaret Marchak, Secretary/Incorporator

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CERTIFICATE OF ADOPTION
TO THE RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
ADVENTHEALTH RIVERVIEW, INC.

The restated and amended articles of incorporation of AdventHealth Riverview, Inc. contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was April 8, 2021 and the votes cast were sufficient for approval.



Margaret Marchak, Incorporator/Secretary

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