

N2300005667

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H230001715163)))



H230001715163ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON
Account Number : 120060000135
Phone : (305)789-3200
Fax Number : (305)789-4137

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: llunn@nfmc.org

FLORIDA PROFIT/NON PROFIT CORPORATION
NORTH FLORIDA MEDICAL CENTERS FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

RECEIVED

2023 MAY -8 PM 3:44

REGISTRARS
CORPORATIONS
DIVISION
TALLAHASSEE, FL

SECRETARY OF STATE
TALLAHASSEE, FL
2023 MAY -8 PM 2:30

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF INCORPORATION
OF
NORTH FLORIDA MEDICAL CENTERS FOUNDATION, INC.

(In compliance with Chapter 617, F.S. (Not for Profit))

ARTICLE I. NAME

The name of this corporation shall be North Florida Medical Centers Foundation, Inc., a Florida not for profit corporation (hereinafter "Corporation").

ARTICLE II. MAILING ADDRESS & PRINCIPAL OFFICE

The mailing address and principal place of business of the Corporation is 2804 Remington Green Circle, Tallahassee, Florida 32308.

ARTICLE III. PURPOSE

A. GENERAL PURPOSE AND LIMITATIONS: The purpose of the Corporation is to engage in any lawful business for which a not-for-profit corporation may be organized under Florida Law, and the Corporation is organized exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding section of any future federal tax code ("501(c)(3)"). Specifically, the Corporation is organized and will be operated at all times exclusively for the benefit of, to perform the functions of, and/or to carry out the purposes of North Florida Medical Centers, Inc. ("NPMC"), a Florida not for profit corporation that is an organization described in Section 501(c)(3) and Section 509(a)(1) of the Code. In carrying out such purpose, the Corporation shall have the power to exercise all rights conferred by the laws of the State of Florida upon not for profit corporations, subject to the following covenants, requirements and restrictions:

1. The Corporation's activities are limited to one or more exempt purposes under the 501(c)(3) requirements.
2. No 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director of the Corporation, officer of the Corporation, or any other private individual. However, the Corporation may pay reasonable compensation for

2023 MAY -8 PM 2:30
TALLAHASSEE
FL
STATE

FILED

services rendered in furtherance of the purposes set forth above, and make payments and distributions to NFMC, an organization exempt from taxation under Section 501(c)(3) of the Code.

4. No assets of the Corporation may be transferred to a non-501(c)(3) qualified entity, or individual person or entity except for full market value as determined at the time of the transfer. The transfer of assets of the Corporation to a qualified 501(c)(3) charitable organization for less than fair market value (including gifts or transfers for no or nominal consideration), is not restricted in any way.
5. The Corporation shall not have or exercise any power or authority expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, which would prevent it from qualifying and continuing to qualify as a corporation exempt from taxation under Section 501(c)(3) of the Code, or any corresponding section of any future federal tax code.
6. The Corporation may in no event become a for-profit entity whether by amendment to these Articles or by merger or conversion or any other means under applicable law.
7. Any and all amendments to these Articles and/or the By Laws of the Corporation, shall be consistent with 501(c)(3) requirements.
8. Upon the dissolution of the Corporation and after (i) payment, satisfaction or discharge of all liabilities, or making adequate provision therefor, and (ii) return, transfer and conveyance of all assets held upon condition requiring such return, transfer and conveyance, then all assets of the Corporation shall be transferred, set over, assigned, conveyed and delivered to NFMC or its successor, provided it is at the time of such transfer an organization described in each of Section 170(b)(1)(A) and 501(c)(3) of the Code (or any corresponding section of any future federal tax code); and if it shall not then be so described, to such organization designated by the Corporation or its successor which is so described.
9. The Board of Directors of the Corporation shall expeditiously and vigorously defend and enforce the rights of the Corporation, including without limitation pursuing all rights and remedies under law or equity to protect its interests.

ARTICLE IV. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under, the direction of a Board of Directors. The number of the Directors on this Corporation's Board of Directors shall initially be five (5), provided, however, that the number of Directors may be increased or decreased from time to time, as provided in this Corporation's By-laws. Such Directors are to be elected or appointed in the manner provided for by

2023 MAY -8 PM 2:30

FILED

the Corporation's By-laws. The initial Members of the Board of Directors are:

1. Lane M. Lunn
2804 Remington Green Circle
Tallahassee, Florida 32308
2. Victoria Wiggins
2804 Remington Green Circle
Tallahassee, Florida 32308
3. Patrick Brown
2804 Remington Green Circle
Tallahassee, Florida 32308
4. Jonathan Chapman
2340 Hansen Lane
Tallahassee, Florida 32301
5. Ben Browning
2340 Hansen Lane
Tallahassee, Florida 32301

ARTICLE V. INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the fullest extent permitted by law.

ARTICLE VI. INCORPORATOR

The name and address of the individual who shall serve as this Corporation's incorporator is Denay Brown, Esq., 106 E. College Avenue, Suite 700, Tallahassee, Florida 32301.

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

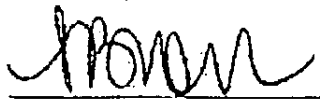
The name and address of this Corporation's initial registered agent and registered office shall be Lane Lunn at 2804 Remington Green Circle, Tallahassee, Florida 32308.

[Signature Page Follows]

2023 MAY -8 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on the 8th day of May, 2023.



Denay Brown, Esq., Incorporator

[Registered Agent Acceptance Follows]

FILED

2023 MAY -8 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FL

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of North Florida Medical Centers Foundation, Inc., a Florida not for profit corporation which is contained in the foregoing Articles of Incorporation. Pursuant to § 617.0501(3), Florida Statutes, I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 8th day of May, 2023.



Lane M. Lunn, Registered Agent