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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
ADVENTHEALTH PRIMARY CARE NETWORK, INC.**

Part I

These Amended and Restated Articles of Incorporation restate and amend the Articles of Incorporation filed on June 30, 2023 (collectively the "Articles").

**ARTICLE I
Corporate Name**

The name of this corporation is AdventHealth Primary Care Network, Inc.

**ARTICLE II
Corporate Nature**

The entity formed by these Amended and Restated 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 commenced on the filing of its Articles of Incorporation on June 30, 2023, and shall continue thereafter in perpetuity.

**ARTICLE IV
Purposes; Corporate Powers**

The Corporation shall be operated for such purposes as may be permitted for not for profit corporation that are organized under the Act, including to support and continuously improve the delivery of efficient, high-quality and cost effective healthcare services within the communities served by the Corporation, including the establishment of physician offices practices, related medical clinics and other health care facilities, to employ physicians and other health care professionals for the public's health and welfare. The Corporation may engage in any and all lawful activities

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incidental to the foregoing purposes. The Corporation shall also have all of the powers conferred upon not-for-profit corporations under the Act.

The Corporation is organized and operated as a not-for-profit corporation under the provisions of the Code. The purposes for which this Corporation is formed are exclusively charitable, religious, educational and scientific within the meaning of Section 501 (c)(3) of the Code or corresponding section of any future federal tax code. In furtherance of its charitable purposes, the Corporation shall operate to further the health ministry of the Seventh-day Adventist Church.

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 four (4). 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, unless she/he resigns or is removed shall be:

Bryan Stiltz
Doug Ardoin, MD
Jessica Baird- Wertman
Brent Davis

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, unless he/she otherwise resigns or is removed, shall be:

Bryan Stiltz - President
Jessica Baird- Wertman - Secretary
Brent Davis - Treasurer

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

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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 Amended and Restated 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 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 in carrying on of propaganda, or otherwise attempting to influence legislation (excepted 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 Amended and Restated 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 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 corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

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

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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, subject to any limitations imposed by the Act or the Code) or to the benefit of any private individual. Upon the dissolution or winding up of this Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed to the Member, which is organized and operated exclusively for religious and charitable purposes, of the Internal Revenue Code. In the event the Member is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

ARTICLE IX Subscribers

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

<u>Name</u>	<u>Address</u>
Melissa Mora	900 Hope Way Altamonte Springs, FL 32714

ARTICLE X Amendment of Bylaws

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

ARTICLE XI Dedication of Assets

The property of this Corporation is irrevocably dedicated to scientific, educational, and charitable purposes, and no part of the net income or assets 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, subject to any limitations imposed by the Act or the Code), thereof, or to the benefit of any private individual.

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ARTICLE XII
Registered Agent and Office

The address of the Corporation's registered office shall be 900 Hope Way Altamonte Springs, Florida 32714, and the name of its registered agent at said address shall be Jeffrey S. Bromme.

ARTICLE XIII
Corporation's Principal Office

The location of the Corporation's principal office is 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714. The mailing address of the corporation is 900 Hope Way, Altamonte Springs, Seminole County, Florida 32714.

ARTICLE XIV
AMENDMENT OF ARTICLES OF INCORPORATION

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

Part II

These Amended and Restated Articles of Incorporation restate and amend the Articles of Incorporation filed June 30, 2023, which amendments are specified below:

- a. Article II is now in Article XIII (Corporation's Principal Office).
- b. Article III is now found in Article IV (Purposes; Corporate Powers) was revised by deleting it entirely and replacing with the language set forth herein.
- c. Article VIII has been moved to Article III (Duration) as set forth herein.
- d. Article VI is now Article IX (Subscribers) in place of incorporator.
- e. Article IV and Article VII related to the Board of Directors and Officers and the manner in which they are elected is now included in Article V (Board of Directors; Officers).
- f. Article XII now sets forth the registered agent which has been changed to Jeffrey S. Bromme.
- g. There is no discrepancy between the Articles of Incorporation filed on June 30, 2023, and the provisions of these Restated and Amended Articles of Incorporation, other than those amendments as set forth in Part II.

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- h. Articles II, VI, VII, VIII, X, XI, XIV are added to the Articles of Incorporation as set forth in these Amended and Restated Articles of Incorporation.
- i. The Amended and Restated Articles of Incorporation were duly adopted by the Membership through unanimous Written Consent dated July 12, 2023.

In witness whereof, the undersigned, Bryan Stiltz, President of the Corporation has executed these Amended and Restated Articles of Incorporation.

Bryan Stiltz

Bryan Stiltz, President

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