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**FLORIDA PROFIT/NON PROFIT CORPORATION
FOE 2023, INC.**

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August 9, 2023

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SMITH HULSEY & BUSEY

SUBJECT: FOE, INC.
REF: W23000108786

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FOE 2023, INC.**

(a Florida Corporation Not for Profit)

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Fla. Stat. §§ 617.01011 *et. seq.* (the "Act"), makes and adopts the following articles of incorporation:

**ARTICLE 1.
NAME**

1.1 Corporate Name. The name of the corporation is FOE 2023, INC. (the "Corporation").

**ARTICLE 2.
PURPOSE**

2.1 Purposes. The Corporation is organized exclusively for the promotion of social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as the same may be amended, modified or replaced by any future United States law (the "Code"). Subject to the foregoing, the specific purposes of the Corporation are (i) to assure the provision of and availability of quality health care to individuals within the area served by Flagler Hospital Inc., a Florida not for profit corporation that the Internal Revenue Service has determined to be exempt from taxation under section 501(c)(3) of the Code ("Flagler"), and its affiliated entities and (ii) to further the interests of patients and the public within the area served by Flagler and its affiliated entities through (a) the exercise of its rights pursuant to that certain definitive agreement by and between Flagler and Shands Teaching Hospital and Clinics, Inc., a Florida not for profit corporation (the "Definitive Agreement") that the Internal Revenue Service has determined to be exempt from taxation under section 501(c)(3) of the Code, dated May 15, 2023, and (b) such other activities as may be lawfully carried on by a corporation which is organized under the Act and which is exempt from federal income taxation under section 501(c)(4) of the Code. In pursuance of the foregoing specific purposes, the Corporation may engage in any lawful activity that nonprofit corporations may conduct under the Act.

2.2 No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 its purposes as set forth in Section 2.1.

2.3 Limitation on Political Activities. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation (except as otherwise permitted by the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public

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office, in each case except to the extent that such activities would not disqualify the Corporation from tax exemption under section 501(c)(4) of the Code.

2.4 Other Limitations. Notwithstanding any provision of these Articles or the Bylaws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.

ARTICLE 3. PRINCIPAL OFFICE AND ADDRESS

3.1 Initial Principal Office. The initial principal office of the Corporation is 400 Health Park Blvd, St. Augustine, Florida 32086.

3.2 Mailing Address. The mailing address of the Corporation is 400 Health Park Blvd St. Augustine, Florida 32086.

ARTICLE 4. REGISTERED OFFICE AND AGENT

4.1 Initial Registered Office. The initial registered office of the Corporation shall be One Independent Drive, Suite 3300, Jacksonville, Florida 32202.

4.2 Initial Registered Agent. The name of the initial registered agent found at the initial registered office of the Corporation is Smith Hulsey & Busey, Professional Association.

4.3 Acceptance of Appointment as Registered Agent. The initial registered agent appointed by these Articles of Incorporation has, pursuant to Fla. Stat. § 617.0501, provided a written acceptance of appointment, which is attached to these Articles of Incorporation and incorporated herein by this reference.

ARTICLE 5. DIRECTORS

5.1 Election of Directors. The method of election of directors shall be stated in the Bylaws of the Corporation.

ARTICLE 6. MEMBERS

6.1 No Members. The Corporation shall not have members.

ARTICLE 7. DURATION

7.1 Duration. The Corporation shall exist until the later of (i) the expiration of the Capital Commitment Period (as such capitalized term is used in the Definitive Agreement) and (ii) the final resolution of any matter subject to a Notice of Breach (as such capitalized term is used in

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the Definitive Agreement), and the Corporation shall thereafter be dissolved according to law and subject to Article 9 hereof.

ARTICLE 8. INCORPORATORS

8.1 Name and Address of Incorporators. The names and addresses of the incorporator of the Corporation is:

NAME:

Charmaine T.M. Chiu

ADDRESS:

One Independent Drive, Suite 3300,
Jacksonville, Florida 32202

ARTICLE 9. DISSOLUTION

9.1 Distribution of Assets. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of any unused portion of the Initial Funding (as such capitalized term is used in the Definitive Agreement) to Flagler, and any assets remaining thereafter shall be distributed to any organization that at the time shall qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of August, 2023.



Charmaine T. M. Chiu

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FALLS CHURCH, VA

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, FOE 2023, INC, organized under the laws of the State of Florida, submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Corporation is FOE 2023, INC.
2. The name and the Florida street address of the registered agent and office are Smith Hulsey & Busey, Professional Association, and One Independent Drive, Suite 3300, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT AS PROVIDED FOR IN CHAPTER 617, F.S.

**SMITH HULSEY & BUSEY, PROFESSIONAL
ASSOCIATION**



By: Charmaine T. M. Chiu
Vice President

Date: August 10, 2023

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