

# N23000011981

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Brooks Rehab Partnership JV, Inc.

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**ARTICLES OF INCORPORATION  
OF  
BROOKS REHAB PARTNERSHIP JV, INC.**

**ARTICLE I  
NAME**

Section 1.1 The name of the corporation is Brooks Rehab Partnership JV, Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

Section 2.1 The principal office and initial mailing address of the Corporation shall be 3599 University Boulevard South, Jacksonville, Florida 32216.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

Section 3.1 The name of the Corporation's registered agent in Florida as of the date of these Articles of Incorporation is URS Agents, LLC. The street address of the Corporation's registered office in Florida and the address of the registered agent as of the date of these Articles of Incorporation are 3458 Lakeshore Drive, Tallahassee, Florida 32312.

**ARTICLE IV  
PURPOSE**

Section 4.1 Subject to Section 4.2, the purpose of the Corporation is to engage in any lawful act or activity for which not for profit corporations may be organized under the Florida Not For Profit Corporation Act.

Section 4.2 The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

Section 4.3 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 the purposes set forth in Section 4.2 hereof. 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 distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not

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carry on any other 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 section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

Section 4.4 At any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, then, for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, at any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

## **ARTICLE V BOARD OF DIRECTORS**

Section 5.1 The method of appointment or election of the members of the Board of Directors shall be as stated in the Corporation's Bylaws.

## **ARTICLE VI DISSOLUTION**

Section 6.1 Upon the dissolution of the Corporation, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed by the Board of Directors of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

## **ARTICLE VII AMENDMENTS**

Section 7.1 Any amendment to these Articles of Incorporation must be approved by majority vote of the Board of Directors.

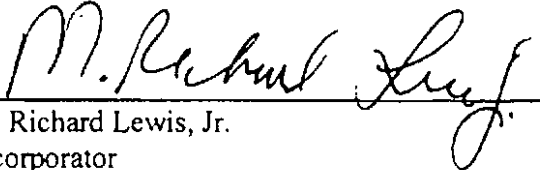
## **ARTICLE VIII INCORPORATOR**

Section 8.1 The name and street address of the incorporator for these Articles of Incorporation is M. Richard Lewis, Jr. and One Independent Drive, Suite 3300, Jacksonville, Florida 32202.

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**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on September 13, 2023.

  
M. Richard Lewis, Jr.  
Incorporator

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FALL RIVER, MA 01931

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

Pursuant to the provisions of Section 617.0501, Florida Statutes, Brooks Rehab Partnership JV, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Brooks Rehab Partnership JV, Inc.
2. The name and address of the registered agent and office are URS Agents, LLC and 3458 Lakeshore Drive, Tallahassee, Florida 32312.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, URS Agents, LLC hereby accepts the appointment as registered agent and agrees to act in this capacity. URS Agents, LLC 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.

URS AGENTS, LLC



Name: Kristen Ellison

Title: Assistant Secretary

Date: September 13, 2023

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