

N24000001216

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.

((H24000040379 3)))



H240000403793ABC\$

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 : ADVENTHEALTH
Account Number : I20050000005
Phone : (407)357-2333
Fax Number : (407)357-2717

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

Email Address: TL.TRIMBLE@ADVENTHEALTH.COM

FLORIDA PROFIT/NON PROFIT CORPORATION

National Association of Adventist Healthcare Human R

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

RECEIVED
SECRETARY OF STATE
JAN 30 PM 12:50
TALLAHASSEE, FL

2024 JAN 30 PM 12:50 0024 JAN 30 PM 4:52

FILED

FILED 0000403793

ARTICLES OF INCORPORATION 01/30/2024 JAN 30 PM 4: 52
OF
NATIONAL ASSOCIATION OF ADVENTIST HEALTHCARE HUMAN RESOURCES,
INC. SECRETARY TALLAHASSEE, FL
(A Florida Not for Profit Corporation)

ARTICLE I
CORPORATE NAME

The name of this corporation shall be **NATIONAL ASSOCIATION OF ADVENTIST HEALTHCARE HUMAN RESOURCES, INC.** (hereinafter referred to as "Corporation"). The Corporation is formed under Chapter 617 of the *Florida Statutes*.

ARTICLE II
CORPORATE NATURE

The entity formed by these Articles of Incorporation is a not for profit membership corporation. It is organized to promote the common interest of its Members in educating and developing human resource leaders and is not engaged in regular business activities ordinarily carried on for profit within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall operate in accordance with the provisions of the Florida Not for Profit Corporation Act (the "Act"). The Corporation shall operate as an integral part of the network of institutions operated in conjunction with and in support of the mission of the Seventh-day Adventist Church.

ARTICLE III
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 900 Hope Way Altamonte Springs, Florida 32714.

ARTICLE IV
MEMBERSHIP; ELIGIBILITY; VOTING RIGHTS

The Corporation shall have two classes of members, Corporate Members and Affiliate Members. The Corporate Members of the Corporation shall be Adventist Health System Sunbelt Healthcare Corporation ("AdventHealth"), a 501(c)(3) organization; Adventist Health System/West ("Adventist Health"), a 501(c)(3) organization; Adventist Healthcare, Inc. ("Adventist Healthcare"), a 501(c)(3) organization; Kettering Adventist Healthcare ("Kettering Health Network"), a 501(c)(3) organization; and Loma Linda University Medical Center, Inc. ("Loma Linda"), a 501(c)(3) organization.

H240000403793

H240000403793

Each Corporate Member (through its designated representative) shall have one vote on the following matters:

- Approving Amendments to these Articles of Incorporation;
- Approving Amendments to the corporate Bylaws;
- Approving its representative to the Board of Directors;
- Approving its representative to any Corporate Officer position for which the Corporate Member is designated to act;
- Admitting new Corporate Members; and
- Imposing annual dues for each Corporate Member, which shall be due on March 1 of each year. As of the execution date of these Articles of Incorporation, the annual dues for each Corporate Member is set at \$6,000 per year.

Affiliate Members shall have no voting rights on any matter.

ARTICLE V PURPOSE; CORPORATE POWERS

The primary purpose for which this Corporation is formed is to support the Corporate Members of the Corporation by assisting in the education and development of human resource leaders and other personnel involved in human resource management activities.

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

ARTICLE VI DURATION

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

ARTICLE VII 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 appointing and removing directors shall be as set forth in the Bylaws.

The Board of Directors of the Corporation as of the date of the filing of these Articles of Incorporation are filed with the Florida Department of State are as follows: Rena Freeman, Brooke Harris, Lizette Norton, Todd Reese, and Tammy Woodfork.

H240000403793

H240000403793

The officers of the Corporation, the manner of their election and removal shall be as set forth in the Bylaws. The officers of the Corporation as of the date of the filing of these Articles of Incorporation are filed with the Florida Department of State are as follows: Rena Freeman, President; Lizette North, Vice President; Todd Reese, Treasurer; Tammy Woodfork, Secretary; and Brooke Harris, Associate Secretary.

ARTICLE VIII 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 its purpose.

Notwithstanding any other provision of these Articles of Incorporation, 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)(6) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX 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 the purposes for which the Corporation is formed, 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. 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 distribute its remaining assets to one or more organizations listed in the *Yearbook* 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.

H240000403793

H240000403793

**ARTICLE X
INCORPORATOR**

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

Name**Address**

Tamara L. Trimble

900 Hope Way
Altamonte Springs, FL 32714**ARTICLE XI
AMENDMENT OF BYLAWS**

Amendments to the Bylaws may be proposed by a resolution adopted by the Board of Directors of the Corporation; however, only amendments approved by a majority vote of the Corporate Members at a membership meeting at which a quorum is present shall be adopted.

**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 Jeff 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 a resolution adopted by the Board of Directors of the Corporation; however, only amendments approved by a majority vote of the Corporate Members at a membership meeting at which a quorum is present shall be adopted.

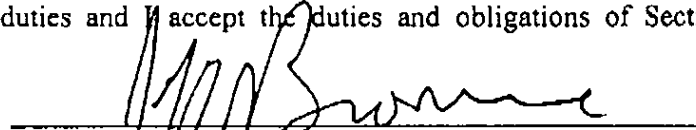
H240000403793

H240000403793

I, the undersigned, being the subscriber and incorporator of this Corporation, for the purpose of forming this not for profit corporation under the laws of Florida have executed the Articles of Incorporation this 10th day of JANUARY, 2024.


Pamara L. Trimble, Subscriber

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 617.0501, *Florida Statutes*.


Jeff Bromme, Registered Agent

H240000403793