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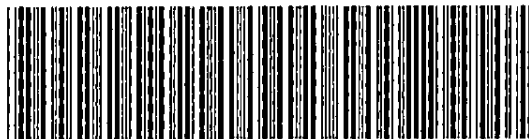
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03/14/24--01014--005 **25.00

FILED
2024 MAR 14 AM 12:11
CLERK OF STATE

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: CLH QALICB, INC.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: CHRISTINIA JEPSEN

Name (Printed or typed)

203 NE BURNS AVENUE (POB 419)

Address

BLOUNTSTOWN, FL 32424

City, State & Zip

850-674-5411 EXT. 255

Daytime Telephone number

christiniajepsen@calhounlibertyhospital.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

RESTATED ARTICLES OF INCORPORATION

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

FILED
2024 MAR 14 AM 12:13
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation is: CLH QALICB, INC.

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows:

SEE ATTACHED SHEETS FOR RESTATED ARTICLES OF INCORPORATION.

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE: MARCH 12, 2024

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: March 12, 2024

Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

CHRISTINIA JEPSEN

(Typed or printed name of person signing)

PRESIDENT/CEO

(Title of person signing)

**RESTATED
ARTICLES OF INCORPORATION
OF
CLH QALICB, INC.
(a Florida not-for-profit corporation)**

FILED
2024 MAR 14 AM 12:13
CLH QALICB, INC.
STATE OF FLORIDA

The undersigned individual 18 years of age or older adopts the following Articles of Incorporation under the Florida Not-For-Profit Corporation Act:

**ARTICLE 1
Name and Address**

The name of the corporation is CLH QALICB, Inc. (the "Corporation"). The street address of the principal office of this Corporation in the State of Florida shall be:

20370 NE Burns Ave
Blountstown, FL 32424

**ARTICLE 2
Duration**

The duration of the Corporation shall be perpetual unless dissolved pursuant to law.

**ARTICLE 3
Members; Election of Directors**

The Corporation will not have members. The Initial Board of Directors shall be elected by the Incorporator. Thereafter, Directors shall be elected in accordance with the Corporation's Bylaws.

**ARTICLE 4
Purposes and Powers**

4.1 General Purpose. The Corporation is organized on a non-stock basis under the Florida Not For Profit Corporation Act, and must be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Calhoun-Liberty Hospital Association, Inc., a Florida not for profit corporation (the "Calhoun-Liberty Hospital"), which is exempt from Federal income tax as an organization described in Section 510(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

4.2 Specific Purpose. The Corporation is intended to support Calhoun-Liberty Hospital as a Type III functionally integrated supporting organization within the meaning of Section 509(a)(3) of the Code, and the applicable Treasury Regulations promulgated thereunder, that is operated in connection with Calhoun-Liberty Hospital.

4.3 Net Earnings. No part of the Corporation's net earnings may inure to the benefit of any private shareholder or individual.

4.4 Influencing Legislation. No substantial part of the Corporation's activities may consist of carrying on propaganda, or otherwise attempting, to influence legislation.

4.5 Political Campaigns. The Corporation may 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 office.

4.6 General Restrictions. Notwithstanding any provision in these Articles of Incorporation to the contrary, no part of the Corporation's assets may be used in any manner, and the Corporation may not participate in any activity, that would cause the Corporation to cease to qualify as an exempt organization under Section 501(c)(3) of the Code that qualifies as a Type III supporting organization that is operated in connection with Calhoun-Liberty Hospital.

ARTICLE 5

Liability of Directors and Uncompensated Officers

The personal liability of a director or uncompensated officer to the Corporation or its members for monetary damages for conduct as a director or officer is eliminated to the fullest extent permitted by law.

ARTICLE 6

Indemnification

6.1 Indemnification. The Corporation will indemnify any individual made a party to any proceeding because the individual is or was a director or officer of the Corporation against liability incurred in the proceeding to the fullest extent permitted by law.

6.2 Advance for Expenses. The Corporation will pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to any proceeding in advance of final disposition of the proceeding to the fullest extent permitted by law. Any advances hereunder will be made without regard to the person's ability to repay such advances.

ARTICLE 7

Distribution of Assets on Dissolution

Upon dissolution, the Corporation must distribute its net assets to Calhoun-Liberty Hospital, provided that if Calhoun-Liberty Hospital no longer qualifies as an organization that is exempt from Federal income tax as an organization described in Section 510(c)(3) of the Code, then the Corporation shall distribute its assets to such other non-profit, governmental, or quasi-governmental entity as may then be the operator of any replacement or successor hospital serving the communities served by Calhoun-Liberty Hospital, or one or more organizations that then qualifies for exemption from Federal income tax under Section 501(c)(3) of the Code, provided that each organization to which any assets of the Corporation are distributed incident to the Corporation's dissolution must be organized and operated in a manner that is consistent with the charitable purposes served by Calhoun-Liberty Hospital. Any such assets not so disposed shall be disposed of by the Circuit Court of the State of Florida for Calhoun County to one or more organizations that then qualifies for exemption from Federal income tax under Section 501(c)(3) of the Code, as such Court shall determine.

ARTICLE 8
Registered Office and Registered Agent

The address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at that office are:

H. Matthew Fuqua
4450 Lafayette Street
Marianna, FL 32446

ARTICLE 9
Incorporator

The name and address of the incorporator is:

H. Matthew Fuqua
4450 Lafayette Street
Marianna, FL 32446

ARTICLE 10
Mailing Address for Notices

The mailing address to which notices may be mailed is:

H. Matthew Fuqua
PO Box 1508
Marianna, FL 32446

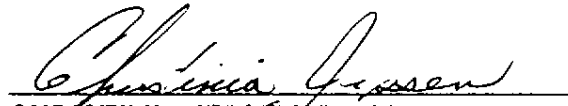
ARTICLE 11
Amendment

These Articles of Incorporation may be amended only with the affirmative vote of an absolute majority of Directors then serving, calculated irrespective of any vacancies of directorships at that time.

ARTICLE 12
Bylaws

The Directors of this Corporation shall adopt Bylaws for the governance of this Corporation which shall be subordinate only to these Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors as set forth therein.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


CHRISTINIA JEPSEN, President

Date: 3/12/2024

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


CHRISTINIA JEPSEN, President

Date: 3/12/2024



FUQUA & MILTON, P.A.

ATTORNEYS AT LAW

H. MATTHEW FUQUA, ESQ.
mfuqua@fmc.legal

A. CLAY MILTON, ESQ.
cmilton@fmc.legal

March 13, 2023

VIA FEDERAL EXPRESS

Florida Secretary of State
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, Florida 32303

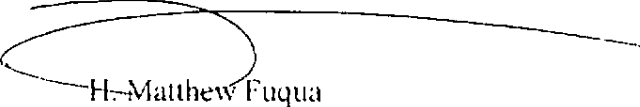
Re: CLH QALICB, INC. – RESTATED ARTICLES OF INCORPORATION

Dear Sir:

Please find enclosed the original, signed RESTATED ARTICLES OF INCORPORATION for CLH QALICB, INC. Also enclosed is our firm check for \$35.00 to cover the cost of filing.

Thank you for your participation in this transaction.

Sincerely,


H. Matthew Fuqua
For the Firm

HMF/st

Enc: