

N24000004670

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

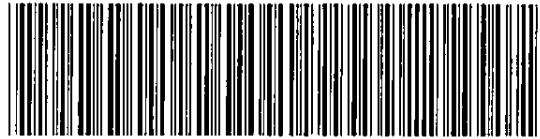
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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NOTARY PUBLIC
JAN 19 2024

115

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 01/19/2024

****WALK IN****

ENTITY NAME FLAGLER PROFESSIONAL HEALTH CARE SERVICES, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$105

ACCOUNT #: 120160000072

S. R. J. H.

Please call Tina at the above number for any issues or concerns. Thank you so much!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 24, 2024

SUNSHINE STATE CORPORATE COMPLIANCE COMPANY

CORRECTED
Please Allow For
Same File Date

SUBJECT: FLAGLER PROFESSIONAL HEALTH CARE SERVICES, INC.
Ref. Number: W24000010751

We have received your document for FLAGLER PROFESSIONAL HEALTH CARE SERVICES, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6052.

KAIN COSTELLO
Regulatory Specialist II
New Filing Section

Letter Number: 224A00001442

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2024 APR 15 PM 3:33
KAIN COSTELLO
REGULATORY SPECIALIST II
NEW FILING SECTION

SMITH HULSEY & BUSEY

R. CHRISTOPHER DIX
DIRECT 904.359.7730
CDIX@SMITHHULSEY.COM

April 15, 2024

VIA HAND DELIVERY

Division of Corporations
ATTN: Registration Section
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

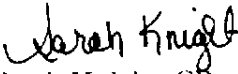
In Re: Flagler Professional Health Care Services, Inc.

Dear Clerk:

On January 18, 2024, we submitted a Judgment approving conversion and Articles of Incorporation for the conversion of Flagler Professional Health Care Services, Inc. from a for-profit corporation to a not-for-profit corporation. On January 24, 2024, we received the enclosed response from the Division of Corporations returning the documents. Pursuant to that response, we have revised the articles of incorporation and are submitting the revised Articles and Judgment. Please provide a receipt of filing to my attention via facsimile at 904-359-7708.

Please call me at 904-359-7782 if you have any questions regarding these documents.

Sincerely,


Sarah Knight, CP
Paralegal to Chris Dix

/sk

Enclosures: Judgment
Articles of Incorporation
January 24, 2024 letter

4877-8105-1063

IN THE CIRCUIT COURT OF THE
SEVENTH JUDICIAL CIRCUIT IN AND
FOR ST. JOHNS COUNTY, FLORIDA

Case No: CA24-0021
Division: 55

IN RE: FLAGLER PROFESSIONAL
HEALTH CARE SERVICES, INC.

JUDGMENT

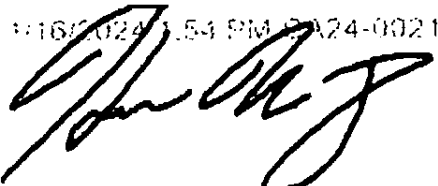
Petitioner, Flagler Professional Health Care Services, Inc., a Florida for profit corporation, filed its petition to convert the nature of Flagler Professional Health Care Services, Inc. from a corporation for profit to a corporation not for profit on January 5, 2024, with proposed articles of incorporation attached.

This court finds that the petition and articles are in proper form.

IT IS THEREFORE ADJUDGED AND ORDERED that petitioner, Flagler Professional Health Care Services, Inc., be converted in form from a corporation for profit to a corporation not for profit under the laws of this state.

IT IS FURTHER ADJUDGED AND ORDERED that all of the property of Flagler Professional Health Care Services, Inc. become the property of the successor not for profit corporation, subject to all indebtedness and liabilities of the petitioning corporation.

DONE AND ORDERED in chambers. in St. Johns County, Florida, on 16 day of January, 2024.

1/16/2024 1:54 PM CA24-0021


e-Signed 1/16/2024 1:54 PM CA24-0021

HOWARD M. MALTZ
CIRCUIT JUDGE

Copies to:
R. Christopher Dix, Esq. (cdix@smithhulsey.com)
Smith Hulsey & Busey, PO Box 53315, Jacksonville, FL 32201

**ARTICLES OF INCORPORATION
OF
FLAGLER PROFESSIONAL HEALTH CARE SERVICES, INC.**

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Flagler Professional Health Care Services, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The street address and the mailing address of the Corporation's principal office are 400 Health Park Blvd., St. Augustine, FL 32086.

**ARTICLE III
PURPOSES**

The Corporation is organized as a private, not for profit corporation under Chapter 617, Florida Statutes, as it now exists or is subsequently amended or superseded, for the following purposes:

A. To primarily support the health affairs mission of the University of Florida Board of Trustees, including, but not limited to, providing health care services, health care education, and research for the benefit of Florida citizens in a manner consistent with Section 1004.41, Florida Statutes, as it now exists or is subsequently amended or superseded.

B. To specifically benefit and support of, to perform the functions of, or to carry out the purposes of Flagler Hospital, Inc., a Florida non for profit corporation ("Flagler Hospital"), and such other exempt organizations controlled by or affiliated with Flagler Hospital, as qualify for "public charity" status pursuant to Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (hereinafter referred to as the "Code"), by assisting said organizations in fund raising and fund management, making grants, gifts and other distributions to said organizations, and by engaging in such other activities as may benefit or further the purpose of said organizations.

C. To engage in any and all activities consistent with and in furtherance of the above purposes which may be carried out by a supporting organization which qualifies under Section 509(a)(3) of the Code.

D. To operate exclusively for such charitable, scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Code,

including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under that Code.

In furtherance of the above purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not 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 (b) by a corporation qualifying as a supporting organization under Section 509(a)(3) of the Code.

ARTICLE IV MEMBERSHIP

The Corporation has a membership distinct from its Board of Trustees. The Sole Member of the Corporation is Flagler Hospital, Inc., a Florida not for profit corporation (the "Sole Member").

ARTICLE V BOARD OF TRUSTEES

Subject to the powers and authority reserved to the Sole Member in these Articles and in the Bylaws of the Corporation, the powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Trustees (the "Board"), consisting of up to 11 persons, who shall be appointed and shall serve such terms and satisfy such qualifications as provided in the Bylaws of the Corporation. The Board may delegate responsibilities and duties to such officers, boards and committees as the Bylaws of the Corporation may set forth.

ARTICLE VI COMPLIANCE WITH UNIVERSITY OF FLORIDA GOVERNANCE STANDARDS

Notwithstanding any term herein to the contrary, these Articles of Incorporation and the Bylaws of the Corporation (each as amended from time to time) will be consistent with the governance standards and other applicable rules of the University of Florida (together with its supporting entities) and the State of Florida Board of Governors (the "University Governance Standards"), including, without limitation, the right of the President and the Board of Trustees of the University to monitor and control the use of resources of the University of Florida.

ARTICLE VII NO FINANCIAL BENEFIT TO MEMBERS

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings, properties or assets of the Corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or trustee of the Corporation, 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 Article II hereof.

ARTICLE VIII DISSOLUTION

Upon the dissolution or winding up of the affairs of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, trust, corporation or other organization, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX AMENDMENTS TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be made and adopted only with the approval of the Sole Member of the Corporation; provided that, any such amendment shall not become effective until has been approved by the University of Florida Board of Trustees.

ARTICLE X POWERS OF SOLE MEMBER

A. The Sole Member expressly reserves the following powers to be exercised by it in its sole discretion:

1. To select or replace and to remove, with or without cause, any director or officer of the Corporation; and
2. To amend or restate the Articles of Incorporation and Bylaws of the Corporation.

B. The Board may not, acting on behalf of the Corporation or as a member or shareholder of any subsidiary or affiliate of the Corporation, without the prior approval of the Sole Member of the Corporation:

1. Adopt or permit the adoption of any annual or long-term capital or operational expense budgets of the Corporation or of any affiliate or subsidiary of the Corporation or any changes therein exceeding in the aggregate during the relevant term of such budget five percent (5%) of the total annual expense budget;
2. Adopt, or permit the adoption of, any new, or any changes to existing, long-term or master institutional plans of the Corporation or of any affiliate or subsidiary of the Corporation;

3. Adopt, or permit the adoption of, a plan of dissolution of the Corporation or any affiliate or subsidiary of the Corporation;

4. Authorize or permit the Corporation or any affiliate or subsidiary of the Corporation to engage in, or enter into, any transaction providing for the sale, lease, exchange, mortgage, pledge, creation of a security interest in or other disposition of all or substantially all of its assets;

5. Adopt, or permit the adoption of, a plan of merger or consolidation of the Corporation to any affiliate or subsidiary of the Corporation with another corporation;

6. Approve, or permit the approval of, any contribution, grant or loan in excess of Ten Thousand Dollars (\$10,000) in any fiscal year by the Corporation or any affiliate or subsidiary of the Corporation to any other organization or corporation other than the Sole Member of the Corporation;

7. Organize or acquire, or authorize or permit the organization or acquisition of, any subsidiary or affiliate of the Corporation; or

8. Authorize or permit the Corporation or any affiliate or subsidiary of the Corporation to enter into or perform any contract or engage in any transaction not specified above which involves greater than Twenty Thousand Dollars (\$20,000).

For purposes of this Article X(B), "affiliate" means any corporation, association, partnership, trust, joint venture or other entity directly or indirectly controlling or under common control with the Corporation, and "subsidiary" means any such entity directly or indirectly controlled by the Corporation. "Control" for these purposes shall mean the right to elect at least a majority of the members of the Board or other governing body of such entity.

C. The Sole Member (or its designee) shall, from time to time, select and appoint an Executive Director of the Corporation, who shall have the responsibilities and satisfy the qualifications as the Bylaws of the Corporation set forth.

For the avoidance of doubt, the Bylaws of the Corporation may expand or increase the powers of the Sole Member set forth herein. Subject to the foregoing, the terms herein shall control to the extent there is a conflict between the terms herein and the Bylaws of the Corporation with respect to the powers of the Sole Member.

ARTICLE XI PRIVATE FOUNDATION

A. Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed

income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

B. Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

C. Excess Building Holdings. The Corporation shall not retain any excess building holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

D. Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

E. Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

ARTICLE XII REGISTERED AGENT AND REGISTERED OFFICE

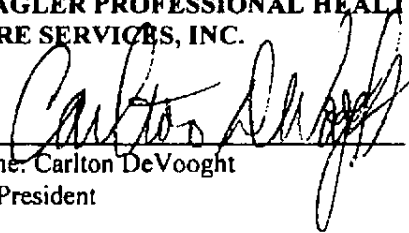
The registered agent is Carolyn Scott at 3007 SW Williston Rd., Suite 1120, Gainesville, FL 32608.

ARTICLE XIII INCORPORATOR

The name and street address of the incorporator are Carlton DeVoght and 400 Health Park Boulevard, St. Augustine, Florida 32086.

IN WITNESS WHEREOF, the undersigned officer of the Sole Member of the Corporation has caused these Articles of Incorporation to be executed on behalf of the Corporation this 6th day of March, 2024.

**FLAGLER HOSPITAL, INC.,
AS SOLE MEMBER OF
FLAGLER PROFESSIONAL HEALTH
CARE SERVICES, INC.**

By: 
Name: Carlton DeVoght
Its: President

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, Flagler Professional Health Care Services, 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 Flagler Professional Health Care Services, Inc.
2. The name and the Florida street address of the registered agent and office are Carolyn Scott and 100 Whetstone Place, Suite 203, St. Augustine, Florida 32086.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, CAROLYN SCOTT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. CAROLYN SCOTT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HER DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HER POSITION AS REGISTERED AGENT AS PROVIDED FOR IN CHAPTER 605, F.S.

Carolyn Scott
Carolyn Scott

Date: March 6, 2024