9/30/2024 4:13 PM FROM: A... To: +1850... 2

N24000011383

# Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

**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.

(((H24000330836 3)))

H240003308363ABCS

**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: corp.legal@adventhealth.com

## FLORIDA PROFIT/NON PROFIT CORPORATION

### AdventHealth Primary Health Division, Inc.

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

RECEIVED
2024 SEP 30 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FL

Electronic Filing Menu    Corporate Filing Menu    Help

# ARTICLES OF INCORPORATION
# of
# ADVENTHEALTH PRIMARY HEALTH DIVISION, INC.

## ARTICLE I
## Corporate Name

The name of this corporation is AdventHealth Primary Health Division, Inc.

## ARTICLE II
## Corporate Nature

The entity formed by these Articles of Incorporation is a nonprofit membership corporation organized solely for scientific, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in accordance with the provisions of the Florida Not-for-Profit Corporation Act (the "Act").

## ARTICLE III
## Duration

The term of existence of the Corporation commenced on the filing of its Articles of Incorporation on September 20, 2024, and shall continue thereafter in perpetuity.

## ARTICLE IV
## Purposes; Corporate Powers

The Corporation shall be operated for such purposes as may be permitted for not for profit corporation that are organized under the Act, including to support and continuously improve the delivery of efficient, high-quality and cost effective healthcare services within the communities served by the Corporation. The primary purpose of the Corporation is to focus on the mission of providing wholistic care to all people by orchestrating high-value longitudinal, whole person primary health care that succeeds in multiple payor structures. The Corporation may engage in all lawful activities incidental to the foregoing purposes. The Corporation shall also have all of the powers conferred upon not-for-profit corporations under the Act.

The Corporation is organized and operated as a not-for-profit corporation under the provisions of the Code. The purposes for which this Corporation is formed are exclusively charitable, religious, educational and scientific within the meaning of Section 501 (c)(3) of the Code or corresponding section of any future federal tax code. In furtherance of its charitable purposes, the Corporation shall operate to further the health ministry of the Seventh-day Adventist Church.

## ARTICLE V
## 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 four (4). The manner of electing and removal of directors shall be as set forth in the Bylaws. The initial directors, each of whom shall hold a term of office for one year, unless she/he resigns or is removed shall be:

David Banks
Brent Davis
Jennifer Wandersleben
Mark Martin

The manner of electing and removal of officers shall be as set forth in the Bylaws. The initial corporate officers, each of whom shall hold office for a term of one year, unless he/she otherwise resigns or is removed, shall be:

David Banks - President
Brent Davis - Treasurer
Jennifer Wandersleben - Secretary

## ARTICLE VI
## Membership

This Corporation shall have one corporate member. The initial corporate member of the Corporation shall be Adventist Health System Sunbelt Healthcare Corporation ("AdventHealth"), a Florida not for profit corporation recognized by the Internal Revenue Service as a 501 (c)(3) organization. As of the incorporation date, the Corporation shall issue a Certificate of Membership to AdventHealth, which Certificate shall evidence that all of the membership interests of the Corporation are vested in AdventHealth and such other provisions as are consistent with these Articles of Incorporation, the Corporation's Bylaws and the provisions of the Act.

The manner in which a corporate member may be removed as a member shall be set forth in the Bylaws.

## ARTICLE VII
## 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (excepted as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any 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 corresponding provision of any future United States Internal Revue Law); or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code (or corresponding provision of any future United States Internal Revue Law).

## ARTICLE VIII
## 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 charitable purposes, 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. Upon the dissolution or winding up of this Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed to the Member, which is organized and operated exclusively for religious and charitable purposes, of the Internal Revenue Code. In the event the Member is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or 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.

**ARTICLE IX**
**Subscribers**

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

| Name | Address |
| --- | --- |
| Melissa Mora | 900 Hope Way<br>Altamonte Springs, FL 32714 |

**ARTICLE X**
**Amendment of Bylaws**

Amendments to the Bylaws may be proposed by resolution adopted by the Board of Directors; however, only amendments approved by the membership shall be effective.

**ARTICLE XI**
**Dedication of Assets**

The property of this Corporation is irrevocably dedicated to scientific, educational, and charitable purposes, an no part of the net income or assets 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), thereof, or to the benefit of any private individual.

**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 Jeffrey S. 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 resolution adopted by the Board of Directors; however, only amendments approved by the membership shall be effective.

In witness whereof, the undersigned, David Banks, President of the Corporation, has executed these Articles of Incorporation.

David Banks, President