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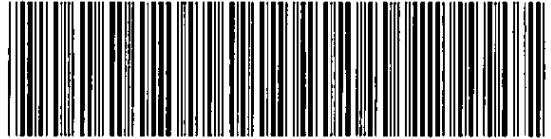
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Name:	SANTAFE HEALTH ENDOWMENT, INC.
Document #:	
Order #:	15949581

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Plain Copy:	<input type="checkbox"/>		
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Amount: \$ **78.75**

Thank you!

ARTICLES OF INCORPORATION
OF
SANTAFE HEALTH ENDOWMENT, INC.
A Florida Not-For-Profit Corporation

The undersigned, acting as the incorporator of SantaFe Health Endowment, Inc., under Chapter 617 of the Florida Statutes (the "Law") submits the following Articles of Incorporation.

ARTICLE 1
NAME OF CORPORATION

The name of this corporation (the "Corporation") is SantaFe Health Endowment.

ARTICLE 2
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The street address of the initial principal place of business and mailing address of the Corporation are:

Principal Place of Business Address:

4300 NW 89th Blvd.
Gainesville, FL 32606

Mailing Address:

PO BOX 749
Gainesville, FL 32627-07492

ARTICLE 3
DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation will have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE 4
PURPOSES

4.1 Purposes. The Corporation is a nonprofit organization organized to receive and maintain a fund or funds of real or personal property, or both and, subject to the restrictions and limitations hereinafter set forth, exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code"). In particular, the Corporation shall have the purposes set forth in Section 509(a)(3)(A) of the Code, namely, the Corporation is organized as a "Type 1 supporting organization", as defined in Section 509(a)(3)(B)(i) of the Code, and at all times shall be operated exclusively for the benefit of, to perform the functions of, and/or to carry out the charitable,

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religious, scientific, literary, and educational purposes, within the meaning of Section 501(c)(3) of the Code, of (i) SantaFe Health Foundation, Inc., a Florida nonprofit corporation ("SFHF"), and (ii) a class of publicly supported organizations that are identified by SFHF as closely related to and operating in furtherance of SFHF's exempt purposes, so long as each such organization is described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code (collectively with SFHF, the "Supported Organizations"). The Corporation may substitute or add Supported Organizations pursuant to the Code and its Bylaws. Additionally, the purposes set forth in the articles and/or certificates of incorporation and/or governing documents of the Supported Organizations, as amended from time to time, are incorporated herein by reference as additional purposes of the Corporation, provided that nothing in these Articles of Incorporation or other governing documents of the Corporation shall be construed as granting the Corporation powers or purposes broader than the powers and purposes of the Supported Organizations from time to time specified or that would disqualify the Corporation as a supporting organization under Section 509(a)(3) of the Code. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, not without the scope of this paragraph, which may be necessary, proper or suitable for the attainment of any of the ARTICLE 4 that may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

4.2 Exempt Activities. The Corporation shall not engage in any activities that are not in furtherance of the Corporation's purposes, as described in this ARTICLE 4, and is not empowered to operate to support or benefit any organization or organizations other than the Supported Organizations (within the meaning of Section 509(a) of the Code and the corresponding Regulations thereto). The Corporation's activities shall include, but not be limited to, owning and investing property and assets to support the operations and long-term stability of the Supported Organizations, and the Corporation shall be permitted to vary the amount of its support among the various Supported Organizations pursuant to these Articles of Incorporation and the Corporation's Bylaws.

ARTICLE 5 MEMBERSHIP

The Corporation shall have one class of members, and shall not be required to have more than one member. The Corporation's sole member shall be SFHF (the "Member"), which shall be entitled to such rights and/or interests in the Corporation as shall be stated in these Articles of Incorporation and the Corporation's Bylaws.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Board of Directors. The affairs, assets, and property of the Corporation shall be managed by the Board of Directors. The number and method of appointment and/or election of directors shall be as stated in the Corporation's Bylaws.

6.2 Operated, Supervised or Controlled by SFHF. Notwithstanding anything in these Articles of Incorporation to the contrary, the Corporation shall be operated, supervised or controlled (within the meaning of Section 509(a)(3)(B)(i) of the Code) by SFHF and shall not be controlled, directly or indirectly, by one or more other individuals or disqualified persons other than SFHF, the Supported Organizations, and the Corporation's directors and officers, all within the meaning of Sections 509(a)(3) and 4946 (as to definition of disqualified persons) of the Code. SFHF shall have a substantial degree of direction over the conduct, policies, programs and activities of the Corporation; the relationship shall be comparable to that of a parent and subsidiary when the subsidiary is under the direction of and accountable or responsible to the parent organization.

**ARTICLE 7
COMPENSATION AND INDEMNIFICATION OF
DIRECTORS AND OFFICERS**

7.1 Compensation. A director or officer of the Corporation may receive reasonable compensation for personal services rendered as a director or officer, or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and may be reimbursed for expenses or advances paid on behalf of the Corporation, provided they are reasonable in character and amount and approved for payment in the manner provided by the Bylaws.

7.2 Indemnification. The directors of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Law, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

- (a) The Corporation shall indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the Law.
- (b) The Corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its Bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the Law.
- (c) The indemnification and other rights provided for by this ARTICLE 7 shall not be deemed exclusive of any other rights to which a person may be entitled under any applicable law, the Bylaws of the Corporation, agreement, vote of disinterested trustees, or otherwise. The Board of Directors shall have the authority to enter into agreements with the directors and officers

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of the Corporation and with persons serving, at the request of the Corporation, as directors, trustees, officers and agents of an affiliated corporation or other enterprise, on terms that the Board of Directors deems advisable, which may provide greater indemnification rights than that generally provided by the Law; provided, however, that no such further indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

7.3 Prohibition Against Excess Benefit Transactions. Anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation shall make no payment that would constitute an "excess benefit transaction" as defined in Section 4958 of the Code.

ARTICLE 8 CHARITABLE LIMITATIONS

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by a corporation: (a) exempt from taxation under Section 501(c)(3) of the Code; (b) operating as a "Type I" supporting organization within the meaning of Section 509(a)(3) of the Code; (c) subject to the Law, including but not limited to section 617.0835 of the Florida Statutes; and/or (d) contributions to which are deductible under Section 170(e)(2), 2055(a)(2), or 2522(a)(2) of the Code. These restrictions include, but are not limited to, the following.

8.1 No Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered: (a) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount; and (b) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation will be expended in furtherance of the Corporation's purposes as set forth in ARTICLE 4.

8.2 No Political Activities; No Substantial Lobbying Activities. In accordance with Federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE 9 NO CAPITAL STOCK

The Corporation shall have no authority to issue capital stock.

**ARTICLE 10
DISPOSITION OF ASSETS**

In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by the Law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either (a) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or (b) to the Federal government, or to a State or local government for a public purpose. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this ARTICLE 10, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth in (a) and (b) above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

**ARTICLE 11
AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION**

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation and/or these Articles of Incorporation is vested in the Members in accordance with the provisions of the Corporation's Bylaws provided, however, that no such amendment, alteration, change or repeal of any provisions of these Articles of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose that would cause the Corporation to lose its tax-exempt status under the provisions of the Code.

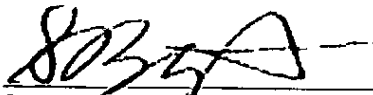
**ARTICLE 12
REGISTERED AGENT**

The name of the initial registered agent of the Corporation, who is authorized to receive service of process is C T Corporation System. The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE 13
INCORPORATOR**

The name of the incorporator is Steven M. Ziegler. The street address of the incorporator is 4300 NW 89th Blvd., Gainesville, FL 32606.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 29th day of October 2024.



Steven M. Ziegler, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

WITNESSETH:

That SantaFe Health Endowment, Inc., desiring to organize under the laws of the State of Florida, has named C T Corporation System as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 1200 South Pine Island Road, Plantation, Florida 33324, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of section 617.0503, Florida Statutes.

Dated this 31 day of October 2024.

/s/ Olga Hinkel

C T Corporation System
Olga Hinkel, VP

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