

N47317

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

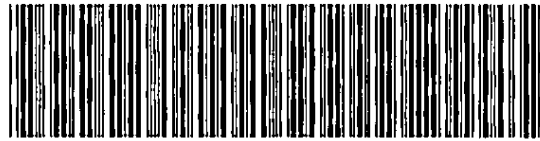
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2019 MAR 28 AM 10:44

STATE
CLERK
TALLAHASSEE, FL

C. GOLDEN

MAR 30 2019

ORLANDO HEALTH

1414 Kuhl Ave., MP 2
Orlando, FL 32806
tel 321.843.7000
OrlandoHealth.com

January 24, 2019

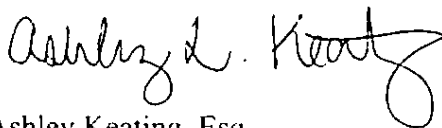
To: Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Orlando Physicians Network, Inc.
Document Number N47317

To Whom It May Concern,

Please find enclosed a copy of the Restated Articles of Incorporation for Orlando Physicians Network, Inc. for filing pursuant to Florida Statutes. Enclosed with this letter is a check, in the amount of \$35.00, for filing.

Sincerely,

A handwritten signature in black ink, appearing to read "Ashley L. Keating". The signature is fluid and cursive, with a large, stylized "K" at the end.

Ashley Keating, Esq.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2019

ASHLEY KEATING, ESQUIRE
1414 KUHL AVENUE
MP 2
ORLANDO, FL 32806

SUBJECT: ORLANDO PHYSICIANS NETWORK, INC.
Ref. Number: N47317

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

It appears the filing submitted has a typographical error in the entity name. Please verify this name and all other information contained in the filing and resubmit it for processing.

The registered agent needs to sign on behalf of Orlando Physicians Network, Inc. and not Orlando Health, Inc.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 119A00003377

RECEIVED

2019 MAR 28 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FL

**AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION**

OF

ORLANDO PHYSICIANS NETWORK, INC.

(Document No. N47317)

FILED

2019 MAR 28 AM 10:44

CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF ORANGE, FLORIDA

Orlando Physicians Network, Inc. (the "Corporation") hereby amends and restates its Articles of Incorporation pursuant to Section 617.1001, 617.1002 and 617.1007 Florida Statutes. The Corporation was originally known as Orlando Regional South Seminole, Inc. and its original Articles of Incorporation were filed with the Secretary of the State of Florida on February 13, 1992. The Corporation amended its Articles of Incorporation effective March 18, 1992, changed its name to Carelink Partners, Inc. effective October 10, 1996, to Orlando Health Physician Partners, Inc. effective February 27, 2008, and to Orlando Physicians Network, Inc. effective April 25, 2011.

ARTICLE I

Name and Principal Office

The name of this Corporation shall be: Orlando Physicians Network, Inc. The principal place of business and the mailing address of this Corporation shall be 1414 Kuhl Avenue, Orlando, Florida 32806.

The name of the Corporation's registered agent to receive service of process is Ryan Zika. The street address of the initial registered office of such agent is 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806.

ARTICLE II

Term of Existence

The term for which the Corporation shall exist shall be perpetual.

ARTICLE III

Purposes and Powers

The specific purposes for which this Corporation is to be organized and incorporated are:

1. To provide charitable, scientific and educational activities for the exclusive benefit of Orlando Health, Inc., a not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, through acquiring, holding, managing and operating any entity or interest in any entity which provides medical, surgical or hospital care, extended care, outpatient care, nursing care, and other services to promote the general health of the community.

2. Subject to the limitations as set forth in Article IV, in accomplishing the foregoing purposes, the Corporation will be authorized to exercise all powers of a not-for-profit corporation organized under Chapter 617, Florida Statutes.

ARTICLE IV
Limitation of Corporate Powers

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes unless limited as follows:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members (unless such member is exempt under Section 501(c)(3) of the Internal Revenue Code) or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation by such persons.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not directly or indirectly participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

4. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of solely by order of the Circuit Court of Orange County, Florida, exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE V
Membership

1. The sole voting member of the Corporation shall be Orlando Health, Inc., a Florida not-for-profit corporation (the "Member").

2. The Bylaws may provide for additional classes of members; provided, however, that such additional classes shall not have voice or vote in connection with the affairs of the Corporation.

ARTICLE VI
Board of Directors

1. The affairs of the Corporation are to be managed by a Board of Directors which shall consist of not less than three (3) members. The exact number of directors shall be determined in accordance with the Bylaws of the Corporation.

2. The initial members of the Board of Directors shall be elected by the incorporator. Thereafter, the manner in which the directors are to be elected shall be stated in the Bylaws of the Corporation.

3. The Board of Directors of the corporation shall create or remove such officer title and elect the officers of the Corporation as provided in the Bylaws. The officers of the Corporation shall have duties, hold office for such terms and be elected in such manner as provided in the Bylaws of the Corporation.

ARTICLE VII
Bylaws


The Bylaws of the Corporation shall be adopted and may be altered, amended, repealed or supplemented only by the Member or by the Board of Directors at any meeting thereof in accordance with the provisions of the Bylaws relating to such amendment. Any such changes which are adopted by the Board of Directors shall not be effective until approved by resolution from the Board of Directors of the Member.

ARTICLES VIII
Amendments to Articles of Incorporation

These Articles of Incorporation may be amended by the Member in accordance with the procedure provided by Chapter 617, Florida Statutes.

The foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors of the sole Member of the Corporation effective November 12, 2018.

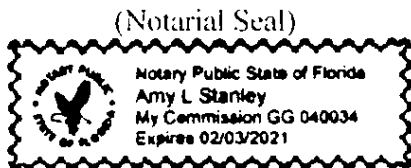
IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals this 21st day of March, 2019, for the purpose hereinabove expressed.

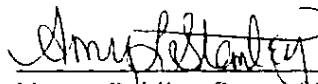


Ryan Zika
Orlando Physicians Network, Inc.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of March, 2019, by Ryan Zika, who ☒ is personally known to me or ☐ produced _____ (type of identification) as identification.





Notary Public - State of Florida
Printed Name: Amy L. Stanley
Commission No.: GG 040034
My Commission Expires: 02/03/2021

Having been named as registered agent to accept service of process for Orlando Physicians Network, Inc. at the place designated in the Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Ryan Zika
Registered Agent

Date: 3/21/2019