

## Florida Department of State

Division of Corporations  
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## To:

Division of Corporations  
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## From:

Account Name : ADVENTIST HEALTH SYSTEM  
Account Number : I20050000005  
Phone : (407) 357-2333  
Fax Number : (407) 357-2717

**\*\*Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.**

Email Address: corp.legal@adventhealth.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ADVENTHEALTH NORTH POLK, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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DOCUMENT NUMBER 19400001104 2022 APR 06 AM 11:00

Approved 1-1-2022  
SECRETARY OF STATE  
TALLAHASSEE, FL

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ADVENTHEALTH NORTH POLK, INC.**

**ARTICLE I  
Corporate Name**

The name of this corporation is AdventHealth North Polk, Inc. ("Corporation").

**ARTICLE II  
Corporate Nature**

The entity formed by these Amended and Restated Articles of Incorporation is a nonprofit 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 from time to time (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 this Corporation commenced on the filing of the original Articles of Incorporation and shall continue thereafter in perpetuity.

**ARTICLE IV  
Purposes; Corporate Powers**

The Corporation is organized under the Act and shall be operated exclusively for charitable, educational and scientific purposes under the provisions of Sections 501(c)(3) and 509(a) of the Code, including expanding the delivery of professional medical services to the residents and visitors of West Florida and promoting the health of those communities served. In furtherance of these purposes, the Corporation may, in addition to those corporate powers identified in Section 617.0302 of the Act, engage in those acts as set forth in the Bylaws of the Corporation.

Notwithstanding any of the above statements, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Article IV.

**ARTICLE V  
Board of Directors; Officers**

The business and affairs of this Corporation shall be managed by a Board of Directors. The number of directors and their election or appointment shall be fixed in the Bylaws.

**ARTICLE VI  
Member**

The corporate Member of the Corporation shall be Adventist Health System Sunbelt Healthcare Corporation, a Florida not for profit corporation ("AHSSHC") exempt from federal income tax under Section 501(c)(3) of the Code with its principal offices at 900 Hope Way, Altamonte Springs, Florida 32714.

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The manner in which the Member may be removed as a member shall be set forth in the Bylaws. The retained powers of the Member are set forth in the Bylaws. AHSSHC may transfer its membership interest in this Corporation as permitted under the Bylaws and applicable law.

#### ARTICLE VII

##### Earnings and Activities of Corporation

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, trustees or other private persons, except that this 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 this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and this 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 Amended and Restated Articles of Incorporation, this 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 the corresponding provision of any future United States Internal Revenue Law), (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (c) by a not for profit corporation under the laws of the State of Florida as they exist or may be hereafter amended.

#### 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. On the dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this Corporation shall be distributed to the member(s) and if it is no longer in existence or no longer qualifies as a 501(c)(3) corporation then to Adventist Health System Sunbelt Healthcare Corporation, and if it is no longer in existence or no longer qualifies as a 501(c)(3) organization, the Southern Union Conference of Seventh-day Adventists, which is organized and operated exclusively for religious and charitable purposes. In the event the Southern Union Conference of Seventh-day Adventists is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of this Corporation, the assets of this Corporation will be turned over to one (1) or more organizations which are exempt under Section 501(c)(3) of the Code.

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**ARTICLE IX**  
**Amendment of Bylaws**

The Member shall approve the Bylaws of this Corporation. The Bylaws may only be amended, resounded or restated by a majority vote of the Member at a duly called meeting (including written consent) in accordance with the Bylaws.

**ARTICLE X**  
**Dedication of Assets**

The property of this Corporation is irrevocably dedicated to scientific, educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, trustee, 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 XI**  
**Registered Agent and Office**

The address of this Corporation's registered office shall be 14055 Riveredge Drive, Suite 250, Tampa, Florida 33637, and the name of its registered agent at said address shall be Dima Didenko.

**ARTICLE XII**  
**Principal Office and Mailing Address**

The location of this Corporation's principal office and mailing address is 14055 Riveredge Drive, Suite 250, Tampa, Florida 33637.

**ARTICLE XIII**  
**Amendment to Articles of Incorporation**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors; however, only amendments approved by the Member shall be effective. The Resolution to amend and restate these Articles of Incorporation was duly adopted by the Member on December 9, 2021.

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties and I accept the duties and obligations of Section 617.0501, Florida Statutes.

  
Dima Didenko, Registered Agent