

N 94 00000 3930

(Requestor's Name)

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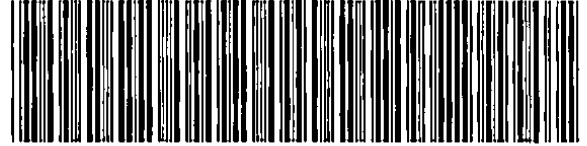
(Business Entity Name)

(Document Number)

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JUL 02 2019
T. L. HALL

ORLANDO HEALTH

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

May 2, 2019

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

Re: Document No.: N94000003930

To Whom It May Concern:

Please find enclosed a copy of the Restated Articles of Incorporation for Orlando Health Medical Group, 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 L. Keating, Esq.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 11, 2019

ASHLEY L KEATING
1414 KUHL AVE MP 2
ORLANDO, FL 32806

SUBJECT: ORLANDO HEALTH MEDICAL GROUP, INC.
Ref. Number: N94000003930

We have received your document for ORLANDO HEALTH MEDICAL GROUP, INC. 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):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 619A00011704

RECEIVED
JUL 11 2019
TALLAHASSEE, FL

2019 JUL -1 PM 1:15

AMENDMENTED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORLANDO HEALTH MEDICAL GROUP, INC.
(Document No. N94000003930)

Orlando Health Medical Group, 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 Health Network, Inc. and its original Articles of Incorporation were filed with the Secretary of the State of Florida on August 10, 1994. The Corporation changed its name to Orlando Health Network, Inc. effective October 1, 2008, to Orlando Health Physician Group, Inc. effective October 1, 2010 and to Orlando Health Medical Group, Inc. effective May 1, 2019.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be Orlando Health Medical Group, 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

1. This Corporation is organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of future laws (the "Internal Revenue Code") 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, including:

- (a) The promotion of health, including the care and treatment of persons suffering from mental or physical illness, disease or disability;
- (b) The provision of any educational activities related to rendering care to the sick and injured or the promotion of health which may be justified by the facilities, personnel, funds or other requirements that are or can be made available to this Corporation;

- (c) The provision of specific research related to the care of the sick and injured insofar as such research can be carried on in, or in connection with, the facilities and programs operated by this Corporation; and
- (d) The participation in, so far as circumstances may warrant, any activity designed and carried on 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 (except as otherwise provided in Section 501 (h) of the Internal Revenue Code), 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 or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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 to Orlando Health, Inc., provided that it qualifies as an organization under Section 501(c)(3) of the Internal Revenue Code at such time, or to such other 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 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 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

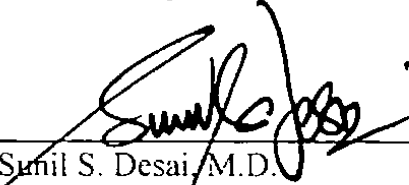
The Bylaws of the Corporation shall be adopted and may be altered, amended, repealed or supplemented only by the Member or by the Board of Directors at any meeting thereof in accordance with the provisions of the Bylaws relating to such amendment. Any such changes which are adopted by the Board of Directors 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 Corporation and adopted by the Member effective May 1, 2019 by the number of votes sufficient for approval by the Member.

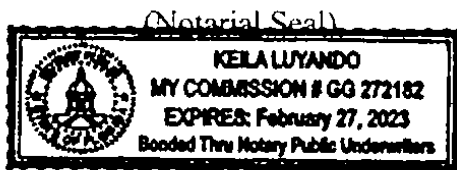
IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals this 21 day of June, 2019, for the purpose hereinabove expressed.

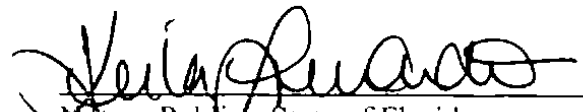


Sunil S. Desai, M.D.
President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21 day of June, 2019, by Sunil Desai of Orlando Health Medical Group, Inc. who ☒ is personally known to me or ☐ produced _____ (type of identification) as identification.





Notary Public - State of Florida
Printed Name: Keila Luyando
Commission No.: GG 272182
My Commission Expires: 2-27-23