

N95000001947

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

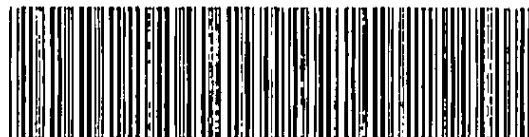
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000335088700

10/07/13--01017--003 ++\$5.00

2019 NOV 15 PM 5:02  
FALLS CHURCH, VA  
CLERK OF COURT

FILED

NOV 15 2019

C. KIRSC,

SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOUTH LAKE HOSPITAL, INC.

(A Not-for Profit Corporation under  
Chapter 617, Florida Statutes)

2019 NOV 15 PM 5:02

FILED

The undersigned, being competent to contract, subscribes to these Second Amended and Restated Articles of Incorporation (the "Articles of Incorporation") regarding a corporation not-for-profit under Chapter 617, Florida Statutes and certifies as follows:

**ARTICLE I**  
**NAME**

The name by which this Corporation shall be known is South Lake Hospital, Inc.

**ARTICLE II**  
**TERM OF EXISTENCE**

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

**ARTICLE III**  
**PURPOSES AND POWERS**

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 provisions of future laws (the "Internal Revenue Code"). The purposes and objectives of this Corporation are to establish, support, manage and furnish facilities, personnel and services to provide diagnosis, medical, surgical and hospital care, extended care, out-patient care and home care to sick, injured or disabled persons; to carry on such educational activities related to rendering care to the sick and injured or to the promotion of health as in the opinion of the Board of Directors may be justified by the facilities, personnel, funds and other requirements that are or can be made available; to manage, operate or participate so far as healthcare policies, circumstances and available funds may warrant any activities designed and carried on to promote the general health of the community and to conduct such business and to exercise such corporate powers as are contemplated and authorized by Chapter 617, Florida Statutes, and the applicable provisions of the Internal Revenue Code for not-for-profit corporations, subject to the limitations as set forth in Article IV.

**ARTICLE IV**  
**LIMITATION OF CORPORATE POWERS**

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 carrying on 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 whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **ARTICLE V** **MEMBERSHIP**

The sole member of the Corporation shall be ORLANDO HEALTH, INC., a Florida not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code (the "Member"), and Member shall have the powers set forth in Corporation's Bylaws.

#### **ARTICLE VI** **MANAGEMENT**

1. The affairs of the Corporation are to be managed by a Board of Directors which shall consist of not less than three (3) nor more than six (6) members. The exact number of directors shall be the number set forth in the Bylaws of the Corporation.
2. The members of the Board of Directors shall be appointed by the Member. Directors shall have such qualifications and terms of office as are required by the Bylaws of the Corporation. Each director shall remain in office as a director until his or her successor shall have been appointed and qualified or until his or her earlier death, resignation, or removal.
3. The Member shall appoint the officers of the Corporation who shall consist of a Chairman of the Board, a President, a Vice President, and a Secretary-Treasurer, and such other officers as the Member shall from time to time deem advisable. The officers of the Corporation shall have such duties and hold office of such terms and in such manner as provided for in the Bylaws of the Corporation.

**ARTICLE VII**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this Corporation shall be 1900 Don Wickham Drive, Clermont, FL 34711.

**ARTICLE VIII**  
**REGISTERED AGENT AND STREET ADDRESS**

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, FL 32806.

**ARTICLE IX**  
**BYLAWS**

The Bylaws of the Corporation shall be adopted and may be altered, amended, repealed, or supplemented by the Member in accordance with the provisions of the Bylaws relating to amendment.

**ARTICLE X**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

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

The undersigned authorized signatory has executed these Second Amended and Restated Articles of Incorporation to be effective August 1, 2019. The foregoing Second Amended and Restated Articles of Incorporation were approved by the Member with the number of votes sufficient for approval.

*Mildred Beam*

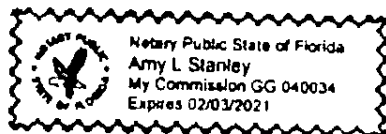
Mildred Beam, Esq. for Member

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared David Strong, to me known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation of South Lake Hospital, Inc., and he acknowledged before me that he subscribed to these Articles of Incorporation on behalf of the Member.

WITNESS my hand and official seal in the county and state aforesaid, this 6<sup>th</sup> day of November, 2019.



*Amy L. Stanley*

Notary Public

State of Florida at Large

My Commission Expires: 02/03/2021

☒ Personally known by me

\_\_\_\_\_ produced \_\_\_\_\_ as identification

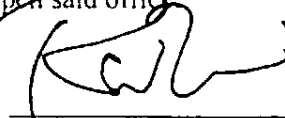
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That South Lake Hospital, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 1414 Kuhl Avenue, MP 2, Orlando, Florida 32806, has named Ryan Zika as its agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to read 'R. Zika', is written over a horizontal line.

Ryan Zika (Registered Agent)