

4/30/2020

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CLEVELAND CLINIC FLORIDA HEALTH SYSTEM NONPROFIT CORPORATION**

In accordance with Chapter 617 of the Florida Not For Profit Corporation Act, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

Article I: New Corporate Name

The name of the corporation shall be Cleveland Clinic Weston Hospital Nonprofit Corporation.

Article II: Principal Office

The principal street and mailing address is as follows:
Cleveland Clinic Florida Regional Health System Law Department
Attn: Barbara del Castillo, General Counsel
2950 Cleveland Clinic Boulevard
Weston, Florida 33331

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Article III: Member

The sole member of the Corporation shall be Cleveland Clinic Florida Regional Health System Nonprofit Corporation, a Florida Not for Profit Corporation.

Article IV: Purposes

Cleveland Clinic Florida Health System Hospital Nonprofit Corporation (the "Corporation") is organized and shall be operated exclusively for charitable, scientific and educational purposes, all within the meaning of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). In fulfillment of its purposes, the Corporation shall perform the following activities:

1. Establish, maintain and conduct a general hospital, public, non-partisan, and non-sectarian in character, as well as other facilities for medical and surgical care and treatment of the sick, disabled and injured, and furnish, directly or indirectly, or assist in the furnishing of, comprehensive medical services, including, without limitation, diagnostic, curative and preventive medical care and other comprehensive

medical services, all of which services shall be provided regardless of a patient's race, color, religion, national origin, age, handicap, or sex;

2. Acquire funds or any other property by devise, bequest, gift, purchase or otherwise, and hold the same in trust or otherwise, and sell, invest and reinvest the proceeds in other property;

3. Participate in, coordinate and/or support the activities of nonprofit health care institutions that are organized within the meaning of Sections 501(c)(3) and 509(a)(1) or (2) of the Code and that are operated, supervised or controlled by this Corporation or that operate, supervise or control this Corporation, or that are under common operation, supervision or control (collectively, "affiliated") with this Corporation;

4. Promote and further the purposes of, by donation, loan or otherwise, the interest of the nonprofit, tax-exempt organizations that are affiliated with this Corporation; and

5. Engage in other charitable, scientific and educational activities described in Section 501(c)(3) and Section 170(c)(2) of the Code, to the extent such activities support and benefit the charitable, scientific and educational activities of Corporation.

Article V: Exempt Status

Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code, or as a corporation to which contributions are deductible under Sections 170, 2055, and 2522 of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual or entity; provided, however, the Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof including those to its regular member, provided that it is exempt from Federal income tax under Section 501(c)(3) of the Code.

Article VI: Manner of Election

All directors of Cleveland Clinic Weston Hospital Nonprofit Corporation will be elected as set forth in its Bylaws.

Article VII: Registered Agent

The name and Florida street address of the registered agent is:

CT Corporation System
1200 S. Pine Island Road
Plantation, Florida 33324

Article VIII: Dissolution of the Corporation

Upon the dissolution of the Corporation, any assets remaining shall be conveyed to its member, provided that it is exempt from Federal income taxation under Section 501(c)(3) of the Code. If the member is not exempt, then the assets shall be conveyed to such organization or organizations as shall be selected by the Board of Directors, provided, however, that such organization or organizations shall be exempt from Federal income taxation under Section 501(c)(3) of the Code; or to the Federal government, or to a state or local government, for a public purpose corresponding as nearly as can be under the circumstances to one or more of the purposes described in Article IV hereof; or if none of the foregoing are feasible, to any of the foregoing classes of distributees for such other exempt purposes described in Article IV hereof and in Section 501 (c)(3) of the Code, or the corresponding section of any future Federal tax code, that correspond as nearly as can be under the circumstances to the purposes described in Article IV hereof. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for any of the foregoing purposes, or to such organization, or organizations as said Court shall determine, that are organized and operated exclusively for any of the foregoing purposes.

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Article IX: Amendments

Any one or more of the provisions of these Amended and Restated Articles of Incorporation may be amended in accordance with the requirements of the Florida Not for Profit Corporation Act.

Article X: Inconsistent Provisions

In the event of any conflict between the provisions of this Amended and Restated Articles of Incorporation and the Bylaws of the Corporation or any other document or instrument governing the affairs of the Corporation, the provisions of this Amended and Restated Articles of Incorporation shall prevail.

Article XI

This Amended and Restated Articles of Incorporation was adopted and approved by the sole member of the Corporation effective as of April 10, 2020, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation effective as of April 29, 2020.



David W. Rowan
Secretary

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