

N98 000004321

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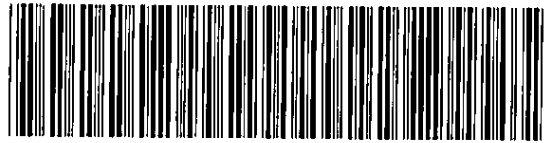
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2024 OCT 30 PM 3:40

SECRETARY OF STATE  
TALLAHASSEE, FL

2024 OCT 30 PM 3:15

Holland & Knight

Requester's Name  
315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bonita Community Health Center, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

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☐ Certified Copy

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☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
BONITA COMMUNITY HEALTH CENTER, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

24 OCT 30 PM 2:15

**ARTICLE ONE. NAME**

The name of this corporation is Bonita Community Health Center, Inc. with its place of business located at 3501 Health Center Blvd., Bonita Springs, Lee County, Florida.

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not-for-Profit law set forth in part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. PURPOSES**

The general nature of the objects and purposes of this corporation shall be:

1. The purpose of this organization shall be to operate exclusively for the advancement of health care and for other lawful purposes, including to operate outpatient clinics and other facilities and any lawful business related to the same.

2. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

**ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

## **ARTICLE FIVE. INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

Sherry Bright  
Chief Strategy Officer  
Lee Memorial Health System  
2776 Cleveland Avenue  
Fort Myers, Florida 33901

## **ARTICLE SIX. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Lee.

The name and address of this corporation's registered agent is Mary McGillicuddy, Lee Health System, Inc., Legal Services, 2776 Cleveland Avenue, Fort Myers, Florida 33901.

## **ARTICLE SEVEN. MEMBERSHIP**

There will be one member of the corporation, which shall be Lee Health System, Inc.

## **ARTICLE EIGHT. BOARD OF DIRECTORS**

The board of directors shall consist of at least three persons. The manner in which board members are elected or appointed and the number thereof shall be regulated in the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of the corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

## **ARTICLE NINE. INDEMNIFICATION**

The corporation shall indemnify and defend any member of the board of directors who is a party to any threatened or pending suit or proceeding by reason of the fact that he is a director of the corporation as long as said director acted in good faith and in the best interests of the corporation.

Members of the board of directors shall not be liable for the debts, liabilities, or obligations of the corporation and shall not be subject to any assessments.

## **ARTICLE TEN. BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not-for-Profit law of Florida, the bylaw of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors approved by the members or by following the procedure set forth therefore in the bylaws.

## **ARTICLE ELEVEN. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

## **ARTICLE TWELVE. DISTRIBUTION OF ASSETS**

Upon dissolution or winding up of this corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed in proportion to each member's contribution to the corporation, except that none of said assets shall be distributed to any person or organization which is not a tax-exempt non-profit corporation. Any portion of a distribution which cannot be distributed because of the foregoing limitation shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE THIRTEEN. AMENDMENT OF ARTICLES**

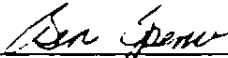
Amendments to these Amended and Restated Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and shall be adopted when approved by the Member.

These Amended and Restated Articles of Incorporation are effective on November 1, 2024.

\* \* \* \* \*

### CERTIFICATE

I, Ben Spence, Secretary of Bonita Community Health Center, Inc., certify that the foregoing Amended and Restated Articles of Incorporation of Bonita Community Health Center, Inc. contains amendments to said Articles of Incorporation and that the restated document including the amendments were adopted by the Board of Directors on the 29th day of October, 2024 and approved by the member, Lee Memorial Health System, on the 29th day of October, 2024 as required by the existing Articles of Incorporation.

  
\_\_\_\_\_  
Ben Spence, Secretary  
BONITA COMMUNITY HEALTH CENTER, INC.