

ARTICLES OF INCORPORATION

OF

CITRUS COUNTY COMMUNITY CHARITABLE FOUNDATION, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes and laws of Florida 2014-254, hereby forms a corporation not for profit as an instrumentality of the state of Florida (or of a subdivision of the state of Florida) under the laws of the state of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Citrus County Community Charitable Foundation, Inc. (the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 123 South Pine Avenue, Inverness, Florida 34452, and the mailing address of the Corporation is Post Office Box 2706 Inverness, Florida 34451-2706.

ARTICLE III- SOLE MEMBER

The sole member of the Corporation shall be the Citrus County Hospital Board, a Florida independent special district and county agency (the "Sole Member").

ARTICLE IV - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is created by the Citrus County Hospital Board pursuant to the authorization of laws of Florida 2014-254 as an instrumentality of the state of Florida (or of a subdivision of the state of Florida) and organized exclusively for charitable, scientific, literary and educational purposes to include making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or such

corresponding section of any future federal tax code (hereinafter referred to as the “Code”) and to governmental agencies for public purposes. To the extent consistent with the preceding sentence and permissible under Florida law, the Corporation shall provide funding for the medically related needs of the citizens and residents of Citrus County, Florida. The primary purpose of the corporate body is to provide Citrus County residents with health services that complies with the CCHB/HCA Master Agreement, whereby CCCCCF shall not compete with HCA on any service HCA offers to the residents of Citrus County.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation. Any funds provided to the CCCCCF by the CCHB shall be used consistent with the CCHB/HCA Master Agreement, whereby CCCCCF shall not compete with HCA for any service HCA offers to the residents of Citrus County.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including

publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall assume office in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least eleven (11) persons. Membership of the Corporation's Board of Directors may not be altered or amended without the consent of the Sole Member.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 123 N. Apopka Ave., Inverness, Florida 34450, and the name of the initial registered agent of the Corporation at that address is William J. Grant. The Board of Directors may from time to time designate a new registered office and registered agent with an affirmative vote of seventy-five percent (75%) of the Board of Directors physically present at any regular or special meeting of the Corporation..

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation are:

Name

Address

Citrus County Hospital Board

123 South Pine Avenue

ARTICLE VII - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, including the indemnification of the Sole Member.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed to the Citrus County Hospital Board; provided, that if the Citrus County Hospital Board is not a governmental agency at such time, then all of the assets of the Corporation shall be distributed either (1) to a subdivision of the state of Florida (or the state of Florida), for a public purpose, or (2) for one or more exempt purposes to an organization described in Section 501(c)(3) and whose income is also excludable from gross income pursuant to Code Section 115(1). In no event, however, may the assets to be disposed of, distributed to, or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person. Voluntary Dissolution is prohibited as the Foundation is irrevocable. Any proposed dissolution requires Petition of a Court of competent jurisdiction.

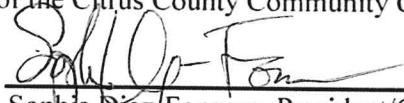
ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by an affirmative vote of seventy-five percent (75%) of the full Board of Directors of the Corporation present at any regular or special meeting of the Corporation called for such purpose

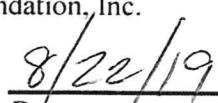
in accordance with the provisions of the Bylaws, with the consent of the Sole Member. Thirty (30) days' notice to the CCCC Board of Directors and Community is required for any act to amend, repeal or alter, in whole or in part the Articles of Incorporation.

CERTIFICATE

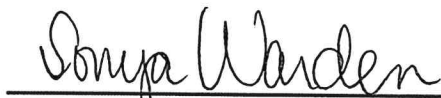
We, the undersigned, hereby certify that we acted as Chair and Secretary, respectively, of a meeting of the Board of Directors of Citrus County Community Charitable Foundation, Inc., held on the 23rd day of May, 2019, at which the foregoing amended Articles of Incorporation were duly adopted as and for the Articles of Incorporation of the Citrus County Community Charitable Foundation, Inc., and we hereby certify that the foregoing constitutes the Articles of Incorporation of the Citrus County Community Charitable Foundation, Inc.



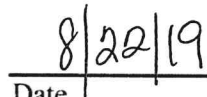
Sophia Diaz-Fonseca, President/Chairperson
Board of Directors
Citrus County Community Charitable
Foundation, Inc.



Date

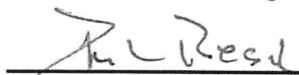


Sonya Warden, Secretary
Board of Directors
Citrus County Community Charitable
Foundation, Inc.

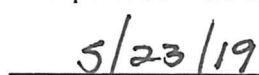


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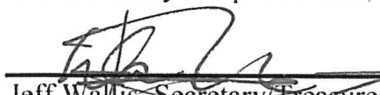
We, the undersigned, hereby certify that we acted as Chair and Secretary, respectively, of a meeting of the Board of Directors of the Citrus County Hospital Board, as the Sole Member of the Citrus County Community Charitable Foundation, Inc., held on the 23rd day of May, 2019 at which the foregoing amended Articles of Incorporation were confirmed and approved.



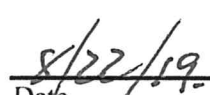
Debbie Ressler, Chairperson
Board of Directors
Citrus County Hospital Board, Inc.



Date



Jeff Wallis, Secretary/Treasurer
Board of Directors
Citrus County Hospital Board, Inc.



Date