

2/17/25, 9:23 AM

Division of Corporations

Florida Department of State
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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : BAPTIST HEALTH CARE CORPORATION
Account Number : I20210000073
Phone : (448)227-4052
Fax Number : (850)434-4841

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: jessica.andrade@bhcpns.org

FLORIDA LIMITED LIABILITY CO.
BHC Transport, LLC

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Help

**ARTICLES OF ORGANIZATION FOR
BHC TRANSPORT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I – NAME

The name of the limited liability company is BHC Transport, LLC (hereinafter, the "Company").

ARTICLES II – ADDRESS

The mailing address and the principal office of the Company is:

125 Baptist Way, Suite 6A
Pensacola, Florida 32503

ARTICLE III – DURATION

The effective date of these Articles of Organization shall be the date of filing. The period of duration of the Company shall be perpetual.

ARTICLE IV – PURPOSE

The Company is organized and operated exclusively to further the purpose of its sole member, Baptist Health Care, Inc., a Florida not for profit corporation exempt from federal income tax pursuant to section 501(a) of the Internal Revenue Code (Code) by virtue of section 501(c)(3) thereof and to do any other business, act or thing incidental to and necessary for the accomplishment of the aforesaid purpose and not inconsistent with any law

ARTICLE V – LIMITATION ON POWERS

The Company shall have all powers authorized by Florida law subject to the following exception: the Company shall not be authorized to use such powers to carry on any activity which is not in furtherance of the exclusive purpose for which it was organized or which is prohibited for an entity exempt from income tax under section 501(a) of the Code by virtue of section 501(c)(3) thereof.

ARTICLE VI - NET EARNINGS AND PRIVATE INUREMENT

No part of the net earnings, gains, or assets of the Company shall inure to the benefit of, or be distributable to its members who are not then qualified as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income tax under section 501(a) of

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the Code as an organization described in section 501(c)(3) thereof, managers, trustees, directors, officers, or other private persons, except that it shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the exempt purpose for which this Company was organized and which are consistent with section 501(c)(3) of the Code. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in, including the publishing or distribution of statements relating to, any political campaign on behalf of or in opposition to any candidate for public office. Furthermore, the Company shall not be merged into or have as a member any other entity unless the entity is then qualified as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof.

ARTICLE VII - DISTRIBUTION OF COMPANY ASSETS UPON DISSOLUTION

In the event of dissolution or final liquidation of the Company, the Board of Managers shall, after paying or making provision for the payment of all the lawful debts and liabilities of thereof, distribute all of its assets to its Member, provided that it shall then qualify as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof, and if it is not, then to the following:

- a) an organization created to succeed the Company or its Member, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof; and if no such organization exists, then to
- b) an organization or organizations having similar purposes as the Company and which the Company's Member agrees is an appropriate recipient of such assets, as long as such organization or each such organizations shall then qualify as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof.

ARTICLE VIII - OPERATING AGREEMENT

The Company shall enter into a written operating agreement which shall be consistent with these Articles of Organization, and these Articles of Organization shall always prevail over any inconsistent provision of said operating agreement as same may be amended or restated from time to time.

ARTICLE IX - ATTORNEY GENERAL'S AUTHORITY

The Attorney General of the State of Florida is hereby granted all authority provided in chapter 617, Florida Statutes (2024), to be exercised with respect to the Company just as if the Company was formed as a not for profit corporation under said chapter, including but not limited to the authority provided in section 617.0304 thereof.

ARTICLE X - MEMBERS

The Member of the Company is:

Baptist Health Care, Inc.
125 Baptist Way, Suite 6A
Pensacola, Florida 32503

ARTICLE XI - MANAGEMENT

The Company is to be managed by its sole Member in accordance with the Company's operating agreement. The name and address of the initial Manager is:

Baptist Health Care, Inc.
125 Baptist Way, Suite 6A
Pensacola, Florida 32503

ARTICLE XII - REGISTERED AGENT

The name and street address of the initial registered agent of the Company is:

Elizabeth C. Callahan
125 Baptist Way, Suite 6A
Pensacola, Florida 32503

ARTICLE XIII - ADDITIONAL MEMBERS

Additional members may be admitted, at such times and on such terms and conditions as are consistent with the requirements of the Operating Agreement of the Company.

ARTICLE XIV - POWERS

The Company shall have all of the powers enumerated in the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, as such chapter presently exists or may hereinafter be amended.

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BHC

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IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on this 14th day of February, 2025.

2/14/25
Dated

E Callahan
Elizabeth C. Callahan, Authorized
Representative of the Company and Assistant
Secretary of the Sole Member

2025 FEB 17 PM 4:33
TIME

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 605.0113, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

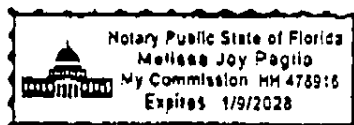
2/14/25

Dated

Elizabeth C. CallahanElizabeth C. Callahan, Registered Agent of
CompanySTATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing Articles of Organization and Registered Agent Acceptance was acknowledged before me by Elizabeth C. Callahan, who appeared before me by means of physical presence; Elizabeth C. Callahan is personally known to me or produced _____ as identification.

-SEAL-

Melissa Joy Paglia
NOTARY PUBLIC

STATE

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