

79500000908

FILED
95 NOV 28 PM 4:03
TALLAHASSEE, FLORIDA

Requestor's Name _____
 ADDRESS: ACCESS NO _____
 115 G. THOMASVILLE RD _____
 TALLAHASSEE, FL 32303 _____
 904) 222 2666 _____
 City/State/Zip _____ Phone # _____

Office Use Only

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

- 1 Medical Community Hospital INC, L.C.
 (Corporation Name) (Document #)
- 2 _____
 (Corporation Name) (Document #)
- 3 _____
 (Corporation Name) (Document #)
- 4 _____
 (Corporation Name) (Document #)

- Walk in Pick up time 11:28 AM Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R. A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

20001648022
11/28/95 10:06 AM
****30.00 ****30.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NOV 28 1995

Examiner's Initials	
---------------------	--

ARTICLES OF ORGANIZATION
OF
MARION COMMUNITY HOSPITAL PHO, L.C.

FILED
55 NOV 20 PM 4:03
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the limited liability company is Marion Community Hospital PHO, L.C. (the "Company").
One Park Plaza
Nashville, Tn. 37203

ARTICLE TWO

The period of duration of the Company shall be perpetual or until termination of the Company in accordance with the Regulations of the Company.

ARTICLE THREE

The purposes for which the Company is organized is to own and operate a Physician-Hospital Organization and to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE FOUR

The address of the initial registered office of the Company is 1201 Haywood Street, Suite 105, Tallahassee, Florida 32301, and the name of its initial registered agent is The Prentice Hall Corporation System.

ARTICLE FIVE

The Company is to be managed by (1) or more managers, as provided in the Regulations of the Company. The initial managers shall consist of fifteen (15) persons who are to serve as managers until the first annual meeting of the members or until their successors are duly elected and qualified. The names and addresses of the initial managers are:

Class A Managers:

Mr. Steve Carroll, C.O.O.
P.O. Box 2200
Ocala, Florida 34478

Ms. Cheryl Deamer-Boykin, C.F.O.
P.O. Box 2200
Ocala, Florida 34478

Mr. Terry Upton, C.E.O.
P.O. Box 2200
Ocala, Florida 34478

Class B Managers

Dr. James B. Duke
2100 S.E. 17th Street, Suite #902
Ocala, Florida 34471

Dr. Gregory J. Howell
2203 S.E. 3rd Avenue
Ocala, Florida 34471

Dr. Seaborn M. Hunt, Jr.
2600 S.E. 17th Street, Suite A
Ocala, Florida 34471

Dr. Muhammad Z. A. Jawad
2820 S.E. 3rd Ct., Suite #100
Ocala, Florida 34471

Dr. Burton W. Marsh
1500 S. Magnolia Ext.
Ocala, Florida 34471

Dr. Srinivasa M.K. Murthy
8150 S.W. Hwy. 200, Suite #100
Ocala, Florida 34474

Dr. Rasiklal D. Nagda
150 S.E. 17th St., Suite #400
Ocala, Florida 34471

Dr. John P. Nardandrea
1500 S.E. Magnolia Ext., Suite #203
Ocala, Florida 34471

Dr. Gregory R. Thompson
2980 S.E. 3rd. Ct.
Ocala, Florida 34471

Dr. William A. Trice
2723 Maricamp Rd. S.E.
Ocala, Florida 34471

Dr. Julio C. Ugarte
10250 S.E. U.S. Hwy. 441
Bellevue, Florida 34420

Dr. Richard B. VanEldik
1150 S.E. 18th Place
Ocala, Florida 34471

ARTICLE SIX

The name and address of the organizer of the Company is as follows:

Terry Upton, CEO
Marion Community Hospital
1431 SW 1st Avenue
Ocala, FL 32678

ARTICLE SEVEN

No manager of the Company shall be personally liable to the Company or any of its members for monetary damages for any act or omission in the manager's capacity as a manager except that this Article Six does not eliminate or limit the liability of a manager for: (1) a breach of a manager's duty of loyalty to the Company or its members; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a manager received an improper benefit, whether or not the benefit resulted from an action taken within

the scope of the manager's office, or (4) an act or omission for which the liability of a manager is expressly provided for by statute. If the Florida Limited Liability Company Act or the Florida Business Corporation Act (hereinafter referred to collectively as the "Acts") hereafter are amended to authorize the further elimination or limitation of the liability of managers, then the liability of a manager of the Company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Acts. No amendment to or repeal of this Article Seven shall apply to or have any effect on the liability or alleged liability of any manager of the Company for or with respect to any acts or omissions of such manager occurring prior to such amendment or repeal.

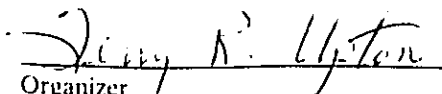
ARTICLE EIGHT

The Company shall maintain its own separate and distinct books of account and Company records. All Company formalities, including the maintenance of current minute books, shall be maintained by the Company and the Company shall maintain separate financial statements, books and records from any other Party and shall cause its financial statements to be prepared in accordance with generally accepted accounting principles in a manner that indicates the separate existence of the Company and its assets and liabilities. The Company shall not commingle its assets with any other Party (including through the maintenance of a separate bank account).

ARTICLE NINE

The Company shall have three (3) classes of members, designated as Class A members, Class B members, and the Corporate Member. Initially the Class A member shall be Marion Community Hospital and the Class B members shall be those physicians who have valid participation agreements with the Company and who are appointees in good standing to the medical staff of Marion Community Hospital. The Corporate member shall be Marion Community Hospital, Inc. The powers, designation, preferences and relative rights and the qualifications, limitations and restrictions of the Class A member, Class B members, and Corporate Member are contained in the Regulations of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand this 20 day of November, 1995.


Organizer

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

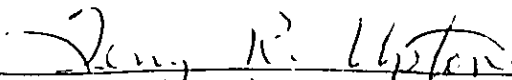
The undersigned member or authorized representative of a member of Marion Community Hospital PHO, L.C. deposes and says:

1. the above named limited liability company has at least two members.

2. the total amount of cash contributed by the member(s) is \$2,000.

3. if any, the agreed value of property other than cash contributed by member(s) is \$ n/a. A description of the property is attached and made a part hereto.

4. the total amount of cash or property anticipated to be contributed by member(s) is \$150,000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes,
the execution of this affidavit constitutes as a
affirmation under the penalties of perjury
that the facts stated herein are true.)

FILING FEE: \$ 250 for Articles of Organization and Affidavit

a marion affmember pho

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT INDICATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Marion Community Hospital PHO, L.C.
2. The name and address of the registered agent and office is:

THE PRENTICE HALL CORPORATION SYSTEM
(Name)

1201 Hays Street, Suite 105
(P.O. Box not acceptable)

Tallahassee, Florida 32301
(City/State/Zip)

FILED
95 NOV 28 PM 4:03
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

[Handwritten Signature]

(Signature)

Eric F. Melnick Registered Secretary

11/22/95
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent