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**ADVENTIST**  
HEALTH SYSTEM

September 15, 2000

FEDERAL EXPRESS

Secretary of State  
Corporations Division  
409 E. Gaines Street  
Tallahassee, FL 32399

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-09/18/00--01137--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Memorial Health Systems Foundation, Inc.

Dear Sir/Madam:

Enclosed please find our check in the amount of \$78.75 which we understand is the fee for filing the enclosed Articles of Incorporation for Memorial Health Systems Foundation, Inc. and for obtaining a certified copy of the recorded document.

We would appreciate your returning the recorded document to our attention. A Federal Express airbill has been made available for that purpose.

Sincerely,



T. L. Trimble  
Vice President, Legal Services

TT:tl  
Enclosures (2)  
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00 SEP 18 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gj 9/19

ARTICLES OF INCORPORATION  
OF  
MEMORIAL HEALTH SYSTEMS FOUNDATION, INC.

The undersigned hereby forms a corporation not for profit under Chapter 617 of the *Florida Statutes*, and, for these purposes, does hereby adopt the following Articles of Incorporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the corporation shall be Memorial Health Systems Foundation, Inc.

ARTICLE II  
PURPOSES

The corporation is organized exclusively for charitable purposes, namely:

Section 2.1 Purposes.

- A. To establish, maintain, and operate a foundation which will foster and support those organizations which are owned, operated, leased or controlled (the "Supported Organizations") by Memorial Health Systems, Inc., a corporation recognized as a tax exempt public charity by virtue of Section 501(c)(3) and Section 509(a) of the Internal Revenue Code of 1986, as amended, including but not limited to:

Memorial Hospital - Ormond Beach  
Ormond Beach, Florida

Memorial Hospital - Peninsula  
Ormond Beach, Florida

Memorial Hospital - Flagler, Inc.  
Bunnell, Florida

Healthcare Partners of Memorial, Inc.  
Ormond Beach, Florida

Memorial Hospital-West Volusia, Inc.  
Deland, Florida

- B. To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of this corporation.
- C. To engage in any and all acts and things, and to exercise any and all powers which now or hereafter are a lawful act or activity for which a not for profit corporation may be organized under the laws of Florida.
- D. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

Section 2.2

Limitations. The corporation is organized not for profit and no part of the income of the corporation shall ever be distributed to any trustee, director, manager or officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

No substantial part of the activities of the corporation shall be the dissemination of propaganda, lobbying or other attempts to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an

organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended; (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as may be hereafter amended; or (iii) by a not for profit corporation under the laws of the State of Florida as they exist or may be hereafter amended.

### ARTICLE III POWERS

The corporation shall possess and exercise all the powers and privileges granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized, limited only by the restrictions set forth in these Articles of Incorporation, provided, however, that the corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

### ARTICLE IV MEMBERS

The corporation shall be organized as a non-stock, non-membership not for profit corporation.

### ARTICLE V TERM OF EXISTENCE

The corporation shall have perpetual existence.

### ARTICLE VI OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of directors and their election or appointment shall be fixed in the Bylaws of this corporation.

The officers of the corporation may include a Chairman, Vice Chairman, President, Vice President, Secretary and a Treasurer.

#### ARTICLE VII BYLAWS

The Bylaws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at a duly called meeting of the Board of Directors in accordance with the Bylaws, provided, however, in no event shall the stated purpose of the corporation (i.e., to foster and support the Supported Organizations) be modified or altered without the prior written consent of Adventist Health System/Sunbelt, Inc.

#### ARTICLE VIII AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. However, in no event, shall the stated purpose of the corporation (i.e., to foster and support the Supported Organizations) be modified or altered without the express prior written consent of Adventist Health System/Sunbelt, Inc.

#### ARTICLE IX DISSOLUTION

Upon liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to Memorial Health Systems, Inc. if still in existence and qualifying as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and if not still in existence and qualifying as a tax-exempt organization under Section 501(c)(3), in such manner, or to such organization or organizations, organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the

corporation is formed. Any such asset not so disposed of shall be disposed of by the appropriate court of jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated for such purpose.

**ARTICLE X  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be:

111 North Orlando Avenue  
Winter Park, Florida 32803

The name of the initial registered agent of this corporation shall be:

T. L. Trimble

**ARTICLE XI  
CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this corporation shall be:

770 West Granada Boulevard, Suite 301  
Ormond Beach, Florida 32714

**ARTICLE XII  
INCORPORATOR**

The following is the name and street address of the incorporator signing these Articles:

T. L. Trimble  
111 North Orlando Avenue  
Winter Park, Florida 32789

IN WITNESS WHEREOF, I have set my hand and seal this 15<sup>th</sup> day of SEPTEMBER, 2000.

T. L. Trimble

T. L. Trimble

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

In accordance with the requirements of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned hereby acknowledges and accepts the appointment as registered agent for service of process for Memorial Health Systems Foundation, Inc.

T. L. Trimble

T. L. Trimble

SEPTEMBER 15, 2000

DATE

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**FILED**  
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