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2002 SEP -9 PM 11:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : September 9, 2002  
ORDER TIME : 9:49 AM  
ORDER NO. : 735670-005  
CUSTOMER NO: 4312787

CUSTOMER: Kyle Saxon, Esq  
Catlin Saxon Tuttle And Evans,  
P.a.  
Alfred I. Dupont Bldg., #1700  
169 E. Flagler Street  
Miami, FL 33131

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02 SEP -9 AM 11:45

DOMESTIC FILING

NAME: BAPTIST OUTPATIENT SERVICES,  
INC.

EFFECTIVE DATE: 800007597228--3

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115  
EXAMINER'S INITIALS:

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9/9/02

ARTICLES OF INCORPORATION  
OF  
BAPTIST OUTPATIENT SERVICES, INC.  
A Corporation Not-For-Profit

**FILED**  
2002 SEP -9 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned subscribers, do hereby associate ourselves together to form a Corporation Not-For-Profit pursuant to the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be:

Baptist Outpatient Services, Inc., and it shall be located at 6855 Red Road, Suite 600, Coral Gables, Florida 33143.

ARTICLE II. PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States. To carry out its purposes the Corporation shall provide and promote health care services.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of the United States (the "Code") or the corresponding provisions of any subsequently enacted provisions of the Code.

### ARTICLE III. MEMBERSHIP

The membership of the Corporation shall consist of the Board of Directors of the corporation and their successors in office.

### ARTICLE IV. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual unless and until the Corporation shall be dissolved in accordance with law.

### ARTICLE V. BOARD OF DIRECTORS

a) The business of the Corporation shall be managed by a Board of Directors consisting of thirteen (13) Directors. The members of the Board of Directors, subsequent to the initial Board of Directors, shall be elected or appointed in accordance with these Articles of Incorporation and the Bylaws of the Corporation.

b) A quorum to conduct a meeting of the Board of Directors and for the transaction of any business shall consist of a majority of the members thereof. The powers of the Directors, terms of office and manner of selection shall be delineated in the Bylaws of the Corporation.

c) No Director shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the Corporation, or for personal services in connection with the acquisition of property or material or equipment, or constructing, building or equipping any health facility or property related thereto, or any other facility or property constructed, otherwise acquired, or owned or operated by the Corporation, but may be reimbursed by the Corporation for actual expenses incurred and authorized by the Board of Directors.

d) Minutes of the meetings of the Board of Directors and the committees of the Board of Directors shall be kept. The minutes of the meetings of the Board of Directors and the committees of the Board of Directors shall be provided to each Director prior to the next

regularly scheduled meeting of the Board of Directors. The minutes of the meetings of the Board of Directors and such other minutes, reports, records and information of the Corporation as may be requested shall be routinely furnished to the Board of Trustees of Baptist Health South Florida, Inc.

e) The Board of Directors may not, without the prior approval of the Board of Trustees of Baptist Health South Florida, Inc.

(i) Adopt a plan of dissolution of the Corporation;

(ii) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;

(iii) Adopt a plan of merger or consolidation of the Corporation with another corporation;

(iv) Appoint or remove the independent auditors of the Corporation;

(v) Sell or mortgage any real property owned by the Corporation or acquire any real property on behalf of the Corporation; or

(vi) Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

f) The right of the Corporation to borrow or incur indebtedness for any single loan or incurrence of indebtedness is expressly delegated and reserved to Baptist Health South Florida, Inc. Baptist Health South Florida, Inc. is irrevocably appointed as the agent of the Corporation for the purposes of borrowing on behalf of the Corporation and for the purposes of authorizing and issuing indebtedness on behalf of or in the name of the Corporation. Baptist Health South Florida, Inc. is expressly authorized to obligate the Corporation on such borrowings and indebtedness and to execute and deliver on behalf of the Corporation all documents evidencing such borrowings and indebtedness. No further authorization, confirmation, resolution or action of any type is required by the Board of Directors with respect to such borrowings or indebtedness. All persons dealing with Baptist Health South Florida, Inc. in connection with any borrowings or indebtedness incurred by or on behalf of the Corporation through the actions of Baptist Health South Florida, Inc., shall be entitled to rely upon the

authorization and delegation of rights conferred hereby, and shall not be required to make any inquiry upon the Corporation regarding the authority of Baptist Health South Florida, Inc. to borrow or incur indebtedness on behalf of or in the name of the Corporation.

g) The Corporation shall enter into a management agreement with Baptist Health South Florida, Inc. (hereafter the "Management Agreement") which i) grants to Baptist Health South Florida, Inc. the right to employ and appoint the Chief Executive Officer, and the senior financial officer; ii) provides that the Chief Executive Officer shall have all powers usual and customary for such officer including, but not limited to, the right to appoint officers, the right to hire employees, the right to determine compensation and benefit levels for officers and employees, the right to designate job tasks and responsibilities, and the right to terminate employment; iii) provides for payment of a management fee to Baptist Health South Florida, Inc.; and iv) provides for reimbursement of costs and expenses incurred by Baptist Health South Florida, Inc. in performing the management and operational functions as provided in these Articles of Incorporation, in the Bylaws of the Corporation, in the Management Agreement, and pursuant to policies adopted by the Board of Trustees of Baptist Health South Florida, Inc. The Management Agreement shall not be terminable by the Corporation without the written consent of Baptist Health South Florida, Inc.

b) No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board of Directors is acting under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board, of Directors shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of

attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director the Corporation shall indemnify and save such Director harmless.

i) If any legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

j) The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the Director being or having been a Director or an officer of the Corporation, or a director, or trustee or officer of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by such Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of such Director's duty to the Corporation.

k) The Corporation shall, to the extent permitted under state and federal law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity of Director or as an officer of the Corporation, or in the capacity of a director, trustee or officer of any other corporation which the Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in

the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

l) The initial Board of Directors shall consist of the following Directors:

George E. Cadman, III	17917 S.W. 97 <sup>th</sup> Avenue Miami, Florida 33157
Dr. Emit O. Ray	5125 S.W. 149 Place Miami, Florida 33185
Roberta Stokes	9971 S.W. 144 Street Miami, Florida 33176
Oscar Bustillo, Jr.	5900 Bird Road Miami, Florida 33155

#### ARTICLE VI. OFFICERS

a) The Officers of the Board of Directors of the Corporation shall be a Chairperson and a Vice Chairperson, a Secretary, one or more Assistant Secretaries as determined by the Board of Directors, a Treasurer, and one or more Assistant Treasurers as determined by the Board of Directors, each of whom shall be a Director.

b) The Officers of the Board of Directors shall be elected in September of each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

c) All such Officers of the Board of Directors shall hold office until the annual meeting of the Corporation, and until reelected or successor Officers are elected.

d) The Chief Executive Officer, and the senior financial officer of the Corporation shall be appointed by Baptist Health South Florida, Inc., in accordance with the Management Agreement. All other officers of the Corporation will be appointed pursuant to the Management Agreement. The recommendations of the Board of Directors will be considered in connection with the appointment of such other officers.

e) Any Officer of the Board of Directors may be removed from office by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting or, subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board of Directors at any regular or special meeting. Any other officer of the Corporation may be removed from office by the Chief Executive Officer pursuant to the Management Agreement or by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. The recommendations of the Board of Directors will be considered in connection with the removal of an officer from office.

f) The initial officers of the Board of Directors shall consist of the following:

George E. Cadman, III	Chairperson
Dr. Emit O. Ray	Vice Chairperson
Roberta Stokes	Secretary
Oscar Bustillo, Jr.	Treasurer

#### ARTICLE VII. PROPERTY, FUNDS AND INCOME

No part of the revenues or assets of the Corporation shall inure to the benefit or be distributed to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth.

#### ARTICLE VIII. POLITICAL ACTIVITY

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not



participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE IX. BYLAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

#### ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to i) by majority vote of the entire Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting, or ii) subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board of Directors at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every member of the Board of Directors and to every member of the Board of Trustees of Baptist Health South Florida, Inc. at least fifteen (15) days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.

#### ARTICLE XI. DISSOLUTION

The Board of Directors of the Corporation, by majority vote of all of the Directors and upon written approval of the Board of Trustees of Baptist Health South Florida, Inc., may dissolve the Corporation.

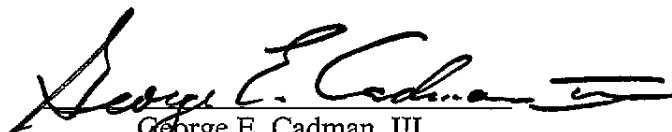
#### ARTICLE XII. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, all of its assets and properties then on hand, if any, shall be distributed to Baptist Health South Florida, Inc., provided, however, that should Baptist Health South Florida, Inc. be not then in existence, or in the event it does not then qualify as an exempt organization under Section 501(c)(3) of the Code, as the same may be amended, the said

assets and properties of the Corporation shall be distributed to a not-for-profit corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XIII - INCORPORATORS

We, the undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a not-for-profit corporation under the laws of the State of Florida, and do make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set our hands and seals at Miami, Florida, this 29th day of August, 2002.

  
George E. Cadman, III

Address

17917 S.W. 97<sup>th</sup> Avenue  
Miami, Florida 33157

  
Dr. Emit O. Ray

5125 S.W. 149 Place  
Miami, Florida 33185

  
Roberta Stokes

9971 S.W. 144 Street  
Miami, Florida 33176

  
Oscar Bustillo, Jr.

5900 Bird Road  
Miami, Florida 33155

ARTICLE XIV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

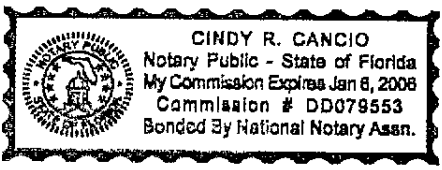
Jody Lehman, Esq.  
6855 Red Road  
Coral Gables, Florida 33143

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, George E. Cadman, III to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

29th WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of August, 2002.

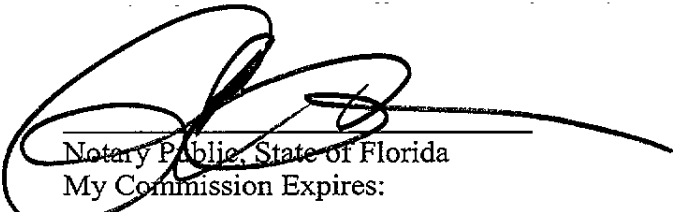
  
Notary Public, State of Florida  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Dr. Emit O. Ray to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

29th WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of August, 2002.


  
Notary Public, State of Florida  
My Commission Expires:

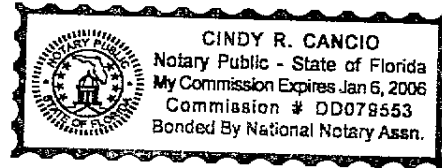


STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Roberta Stokes to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

5th WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of August, 2002.

  
Notary Public, State of Florida  
My Commission Expires:



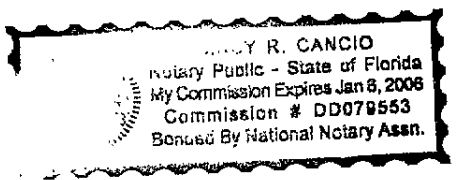
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Oscar Bustillo, Jr. to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

3rd WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of August, 2002.

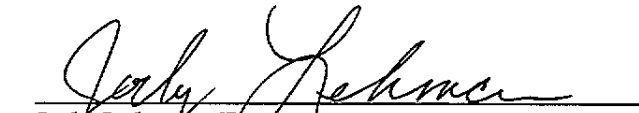
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Notary Public, State of Florida  
My Commission Expires:



REGISTERED AGENT' ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIV of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

  
\_\_\_\_\_  
Jody Lehman, Esq.  
Registered Agent  
6855 Red Road  
Coral Gables, Florida 33143

**FILED**  
2002 SEP -9 PM 1:41  
SECOND JURY OF STATE  
TALLAHASSEE FLORIDA