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FLORIDA NON-PROFIT CORPORATION

Baptist Medical Center of Clay, Inc.

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**ARTICLES OF INCORPORATION
OF
BAPTIST MEDICAL CENTER OF CLAY, INC.**

**ARTICLE I.
NAME**

The name of this Corporation shall be: Baptist Medical Center of Clay, Inc.

**ARTICLE II.
DURATION OF THE CORPORATION**

This Corporation shall have perpetual existence; provided, however, that upon the vote of a majority of all of the members of the Board of Directors, this Corporation may be dissolved. In the event of the liquidation or dissolution of this Corporation, whether voluntary or involuntary, this Corporation, after the payment of all of the debts of this Corporation and expenses of dissolution, shall dispose of all of the assets of this Corporation to an organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as the Board of Directors shall determine. In the event of such liquidation or dissolution, no part of such assets shall inure to the benefit of any members, directors or officers of this Corporation.

**ARTICLE III.
GENERAL PURPOSES OF THIS CORPORATION**

The purposes for which this Corporation is organized are:

- (a) To exist and operate solely for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Code.
- (b) To operate without regard to race, creed, age, sex, religion or national origin.
- (c) To use any income not needed for operating expenses and suitable reserves to carry out the activities described in paragraph (a) for a broad segment of the community.
- (d) To carry out its functions such that no substantial part of this Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation and not to 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.

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(e) To have and exercise all powers of any corporation not for profit as the same may now exist, or may hereafter exist, under the laws of the State of Florida. No part of the assets, income, or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(f) To qualify under the laws of any other state or country for the carrying out of the purposes and objects of this Corporation; to solicit and receive by gift, bequest, devise or in any other manner, money, assistance, and any other form of contributions, whether real, personal, or mixed property, or of services, from any person, firm or corporation; to take, hold, and manage any real, personal, or mixed property conveyed to this Corporation, and to use the income and principal for the purposes of this Corporation; to execute trusts, establish endowment funds, and form or cause to be formed any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this Corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary or desirable to carry out the purposes of this Corporation; to mortgage or otherwise encumber any of its property or to sell, convey or donate the same; to permit the use of any of its property for educational, charitable, benevolent or other lawful purposes; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of this Corporation; and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which this Corporation is formed.

(g) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

**ARTICLE IV.
MEMBERS**

The Corporation is organized without capital stock. The qualifications of Members and the manner of their admission shall be regulated by the Bylaws.

**ARTICLE V.
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 1325 San Marco Boulevard, Suite 902, Jacksonville, Florida 32207, and the name of its registered agent at such address is Harvey Granger.

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**ARTICLE VI.
ADDRESS OF PRINCIPAL OFFICE**

The address of the initial principal office of this Corporation is 800 Prudential Drive, Jacksonville, Florida 32207, and its mailing address is the same.

**ARTICLE VII.
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of this Corporation shall be three (3), and the name and address of each person who is to serve as a member thereof are:

A. Hugh Greene
800 Prudential Drive
Jacksonville, Florida 32207

John F. Wilbanks
800 Prudential Drive
Jacksonville, Florida 32207

John H. Williams, Jr.
800 Prudential Drive
Jacksonville, Florida 32207

**ARTICLE VIII.
METHOD OF ELECTION OF BOARD OF DIRECTORS**

The manner in which the directors are to be elected shall be stated in the Bylaws.

**ARTICLE IX.
INDEMNIFICATION**

Directors, officers, employees and agents of this Corporation shall be indemnified to the full extent permitted by Florida law.

**ARTICLE X.
INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation are Harvey Granger, Esq., 1325 San Marco Boulevard, Suite 902, Jacksonville, Florida 32207.

**ARTICLE XI.
BYLAWS**

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all the

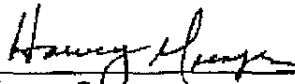
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members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified by the Member of this Corporation.

**ARTICLE XII.
AMENDMENTS**

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments to the Articles of Incorporation shall not become effective until ratified by the Member of this Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 2 day of August, 2005.



Harvey Granger
Incorporator

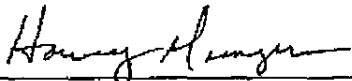
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, Baptist Medical Center of Clay, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the Corporation is Baptist Medical Center of Clay, Inc.
2. The name of the registered agent is Harvey Granger and the address of the registered office is 1325 San Marco Boulevard, Suite 902, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HARVEY GRANGER HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. HARVEY GRANGER FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS.



 Harvey Granger
 Date: August 2, 2005

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