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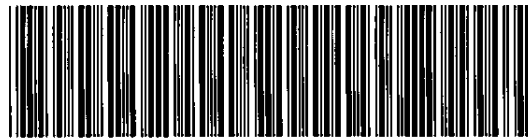
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

DELRAY MEDICAL CENTER MEDICAL

STAFF CORPORATION

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
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- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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**ARTICLES OF INCORPORATION
OF
DELRAY MEDICAL CENTER
MEDICAL STAFF CORPORATION**

The undersigned incorporator, for the purpose of forming a Florida Not For Profit Corporation pursuant to Chapter 617, Florida Statutes of the laws of the State of Florida, hereby signs and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

**DELRAY MEDICAL CENTER
MEDICAL STAFF CORPORATION**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

**5352 Linton Boulevard
Delray Beach, Florida 33484**

ARTICLE III - PURPOSES - NOT FOR PROFIT

The Corporation shall be a nonprofit corporation under the laws of the State of Florida. The Corporation will seek tax exempt status under Section 501(c)(4) of the Internal Revenue Code whose income will be devoted exclusively to charitable, educational or recreational activities relating to the Delray Medical Center located in Delray Beach, Florida ("Hospital"). The Corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its Members, Trustees, or Officers, except to the extent permissible under law. The Corporation is organized for the following purposes and shall have all of the powers vested in a Florida not for profit corporation organized under and existing by virtue of such laws:

3.1 To provide that all patients admitted to or treated in any of the facilities, clinical services, or departments of the Delray Medical Center ("Hospital") shall receive the same level of high quality care, regardless of creed, color, religion, or national origin and in conformance with the optimal achievable standards of the Joint Commission and other

accrediting and licensing bodies.

3.2 To provide a high level of professional performance of all members of the Medical Staff of the Hospital through the appropriate delineation of clinical privileges for each practitioner and through an ongoing peer review, analysis and evaluation of each staff member's performance and activity in the Hospital.

3.3 To provide an appropriate and continuous educational setting and maintain the highest scientific and educational standards to afford the continuous progress and advancement of the Medical Staff in professional knowledge and skill.

3.4 To provide a mechanism for accountability to the Governing Board for the appropriateness of the patient care services and professional and ethical conduct of each practitioner holding membership in the Medical Staff.

3.5 To initiate and recommend to the Governing Board, Bylaws and Rules and Regulations in connection therewith as a means of accountability to the Governing Board; to levy such dues and assessments necessary to carry on the activities of the Medical Staff.

3.6 To provide a means whereby issues of common concern in the Medical Staff, Governing Board, and Chief Executive Officer may be discussed and satisfactorily resolved.

3.7 To promote, support, and participate in education and research programs designed and carried on to improve the general health of the community which the Hospital serves.

3.8 To provide and recommend to the Governing Board ways and means to contain the cost of medical and hospital care.

3.9 To conduct and produce programs for the Continuing Medical Education for the staff at the Delray Medical Center and members of the community.

3.10 To make charitable contributions that benefits the health, education and welfare of Delray Medical Center and its surrounding community.

ARTICLE IV – BOARD OF DIRECTORS

4.1 All powers of the Corporation shall be exercised by, or under the authority of the Board of Directors. The Board of Directors shall be known as the Medical Executive Committee (“MEC”). All business and affairs of the Corporation shall be managed by the Board of Directors (“MEC”).

4.2 The number and method of election of the Board of Directors (“MEC”) shall be as stated in the Bylaws, but shall never be less than three.

ARTICLE V – INDEMNIFICATION

The Corporation shall indemnify each director, officer, employee, or agent of Corporation to the fullest extent permitted by all subsections of F.S. 617.0831 and 607.0850.

ARTICLE VI – INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office is:

David A. Beale, Esq.
55 SE 2nd Avenue
Delray Beach, Florida 33444

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

David A. Beale, Esq.
55 SE 2nd Avenue
Delray Beach, Florida 33444

ARTICLE VIII - GENERAL

No part of the net earnings of the Corporation shall inure to the benefit of any member, private shareholder or individual. The Corporation may not engage in activities the substantial part of which is carrying on propaganda, or otherwise attempting to influence legislation, or to promote or participate in any extent in any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) or 501(c)(4) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) or 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII – EFFECTIVE DATE

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The effective date for the Corporation shall be as of June 1, 2012.

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The undersigned incorporator states that the foregoing is true and has executed these Articles of Incorporation this 30th day of May 2012.

DAVID A. BEALE, Incorporator

By David A. Beale

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

12 JUN - 1 AM 8:09

**DELRAY MEDICAL CENTER
MEDICAL STAFF CORPORATION**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

**DELRAY MEDICAL CENTER
MEDICAL STAFF CORPORATION**

2. The name and address of the registered agent and office is:

David A. Beale, Esq.
55 SE 2nd Avenue
Delray Beach, Florida 33444

Having been named as registered agent and to accept service of process for the above stated corporation 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.

David A. Beale
DAVID A. BEALE

May 30, 2012
(Date)