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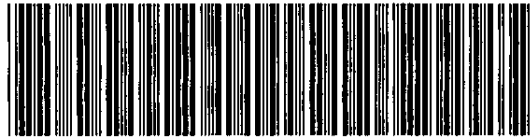
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**COVER LETTER**

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** FLORIDA HOSPITAL PHYSICIAN NETWORK, INC.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Tamara L. Trimble  
Name (Printed or typed)

900 Hope Way  
Address

Altamonte Springs, FL 32714  
City, State & Zip

407-357-2304  
Daytime Telephone number

TL.TRIMBLE@ahss.org  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**

**OF**

**FLORIDA HOSPITAL PHYSICIAN NETWORK, INC.  
(A NOT-FOR-PROFIT CORPORATION)**

The undersigned incorporator, desiring to organize a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation is FLORIDA HOSPITAL PHYSICIAN NETWORK, INC. (the "Corporation").

**ARTICLE II**

**Duration**

The term of existence of the Corporation shall be perpetual.

**ARTICLE III**

**Purposes**

The Corporation shall be operated for such purposes as may be permitted for not-for-profit corporations that are organized under the Florida Not For Profit Corporation Act (the "Act"), including to support and enhance the delivery of efficient, high quality, and cost-effective health care services within the communities served by Florida Hospital Carrollwood, Florida Hospital at Connerton Long Term Acute Care Hospital, Florida Hospital North Pinellas, Florida Hospital Tampa, Florida Hospital Zephyrhills and Florida Hospital Wesley Chapel (collectively the "Tampa Bay Network"), each a licensed hospital that is affiliated

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with Adventist Health System Sunbelt Healthcare Corporation ("AHSSHC"); to provide practice management, information systems, billing and claims administration services for physician practices and related medical clinics; to promote and enhance the mix and type of physicians and other health care professionals serving within the Tampa Bay Network; to own, operate, recruit, or establish physician practices, clinics and other health care facilities, or other assets, and employ physicians and other health care professionals for the public's health and welfare; to support AHSSHC affiliated hospitals operating in the geographic area served by the Tampa Bay Network, including the employment of physicians and other medical personnel to staff the Corporation's medical offices and/or medical offices owned and/or operated by a hospital located within the Tampa Bay Network; the staffing of specialized professional services (e.g., neonatology, perinatology, radiology, psychiatry, obstetrics-gynecology); the appointment of physicians to medico-administrative positions within the leadership of the Tampa Bay Network; and to solicit support and assistance from all sources available. The Corporation may engage in any and all lawful activities incidental to the foregoing purposes.

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The Corporation shall operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or under any corresponding provision of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

The Corporation is an integral part of the system of medical and educational organizations operated throughout the world in

association with the Seventh-day Adventist Church and shall always operate its total activity consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church. The purpose of this Corporation is purely charitable, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall ever be used for carrying into effect its primary purpose.

ARTICLE IV  
**Membership**

The Corporation shall have two corporate members. The corporate members of the Corporation shall be Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation, and Adventist Health System Sunbelt Healthcare Corporation, a Florida not-for-profit corporation, both of which are recognized as exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code. The qualifications and voting rights of the Member shall be as set forth in the Bylaws of the Corporation.

The Corporation, with the approval of the current Members, may admit one or more additional corporate members, provided each is recognized by the Internal Revenue Service as a charitable organization pursuant to Section 501(c)(3) of the Code. Admitting additional corporate members shall have as a result the dilution of the membership interests then held by the then current Members of the Corporation.

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ARTICLE V  
Board of Directors

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall serve by appointment of the Membership. The Membership shall have the right to elect, appoint or remove any member of the Board in accordance with the provisions of the Bylaws.

The initial Board of Directors shall be composed of the following individuals:

Richard K. Reiner  
900 Hope Way  
Altamonte Springs, Florida 32714

Paul C. Rathbun  
900 Hope Way  
Altamonte Springs, Florida 32714

Tamara L. Trimble  
900 Hope Way  
Altamonte Springs, Florida 32714

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At the initial meeting of the Membership, the Membership shall appoint new directors, which appointees shall include individuals holding the positions (identified below) in addition to such other individuals as may be selected by the Membership, provided, however, in no event shall less than 51% of the Board of Directors be members of the Seventh-Day Adventist Church:

Chief Executive Officer of the Tampa Bay Network  
(or his designee)

Chief Financial Officer of the Tampa Bay Network  
(or his designee)

and one or more representatives (including physicians and other health care providers) of each AHSSHC affiliated hospital operating within the geographic area served by the Tampa Bay Network, which as of the date includes the following hospitals:

Florida Hospital Carrollwood  
Tampa, Florida

Florida Hospital at Connerton Long Term Acute Care Hospital  
Land O'Lakes, Florida

Florida Hospital North Pinellas  
Tarpon Springs, Florida

Florida Hospital Tampa  
Tampa, Florida

Florida Hospital Wesley Chapel  
Wesley Chapel, Florida

Florida Hospital Zephyrhills  
Zephyrhills, Florida

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ARTICLE VI

**Principal Office and Mailing Address**

The street address of the principal Office of the Corporation is 3750 Maryweather Lane, Wesley Chapel, Pasco County, Florida 33544.

The mailing address of the Corporation is 3750 Maryweather Lane, Wesley Chapel, Pasco County, Florida 33544.

ARTICLE VII

**Registered Office and Resident Agent**

The resident agent of the Corporation is T. L. Trimble. The street address of the registered office of the Corporation in the State of Florida is 900 Hope Way, Altamonte Springs, Florida 32714.

ARTICLE VIII

**Earnings and Activities  
of the Corporation**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to the Membership (other than distributions to a member that is recognized as a 501(c)(3) organization in accordance with the Act and the Code), 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 set forth in Article III hereof.

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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 any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code.

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IX  
Distribution of Assets

This Corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to private individuals, and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this Corporation are irrevocably dedicated to religious and charitable purposes, and no part of the profits and net income of this Corporation shall ever inure to the benefit of any director, officer or member (except as permitted by the Act or Code) or to the benefit of any private individual. On the dissolution or winding up of this Corporation, its assets remaining after payment of, or

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provisions for payment of, all debts and liabilities of this Corporation shall be distributed as follows: 1% percent shall be distributed to Adventist Health System/Sunbelt Inc., a Florida not-for-profit corporation, and 99% shall be distributed to Adventist Health System Sunbelt Healthcare Corporation, a Florida not-for-profit corporation, provided, on the date of distribution each Member (Adventist Health System/Sunbelt, Inc. and Adventist Health System Sunbelt Healthcare Corporation) remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Code, as amended, failing which the distribution that otherwise would be remitted to the Member that no longer meets the criteria (i.e., remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Code) shall be distributed instead to the remaining Member, provided, further however, in the event on the date of distribution neither Member remains a corporation organized and operated exclusively for religious and charitable purposes and maintains exemption from federal income taxes pursuant to Section 501(c)(3) of the Code, then in said event, the Corporation's assets shall be distributed to a nonprofit corporation affiliated with AHSSHC that meets the required criteria Code.

ARTICLE X  
Amendment of Articles  
of Incorporation

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the Membership for approval; however, nothing herein shall be interpreted as precluding the Membership from amending the Bylaws

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without seeking or receiving the approval of the Board of Directors.

ARTICLE XI  
Amendment of Bylaws


Amendments to the Bylaws may be proposed by a resolution adopted by the Board of Directors and presented to the sole corporate member for approval; however, nothing herein shall be interpreted as precluding the Membership from amending the Bylaws without seeking or receiving the approval of the Board of Directors.

ARTICLE XII  
Incorporator

The name and residence of the Incorporator of this Corporation is as follows:

Tamara L. Trimble, 1634 Cherry Lake Way, Lake Mary, Florida  
32789.

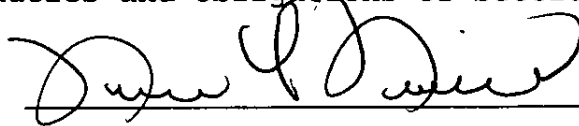
I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 30<sup>th</sup> day of January, 2013.



Tamara L. Trimble, Incorporator

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Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 617.0501.



Tamara L. Trimble, Registered Agent

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