

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
IT4CIN, Inc.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION OF
IT4CIN, INC.**

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is IT4CIN, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The street address and the mailing address of the Corporation's principal office are 841 Prudential Drive, Suite 1802, Jacksonville, Florida 32207.

**ARTICLE III
PURPOSES**

The purposes for which the 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 Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any subsequent federal tax laws, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or officers or to 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 above.

(b) To purchase health information technology products and services and to license such products and services to its Members, their affiliates and other parties, to assist such Members, their affiliates and other parties in providing a community benefit.

(c) To own, lease, operate, or manage any asset or facility and to participate in any activity designed or carried on to promote the general health of persons.

(d) To operate without regard to race, creed, age, sex, religion or national origin.

(e) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution

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of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(f) To have and exercise all powers of any corporation not for profit under the laws of the State of Florida, as in effect from time to time; provided, however, that no part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, any Member, director, officer, employee, or individual or any entity that is not itself qualified as a Section 501(c)(3) organization, and no Member, director, officer, employee, or individual or any entity that is not itself qualified as a Section 501(c)(3) organization shall receive any benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

(g) To conduct any lawful business or activity that is not specifically prohibited by these Articles of Incorporation, except that the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by a corporation, contributions to which are deductible under Sections 170(e)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (iii) by a not for profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes or any successor thereto.

**ARTICLE IV
MEMBERS**

The Corporation's Members shall be Flagler Hospital, Inc. and Baptist Health System, Inc.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name of the Corporation's initial registered agent in Florida is Harvey Granger. The street address of the Corporation's initial registered office in Florida and the address of the initial registered agent are 841 Prudential Drive, Suite 1802, Jacksonville, Florida 32207.

**ARTICLE VI
INITIAL DIRECTORS AND MANNER OF ELECTION OF DIRECTORS**

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least three members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this Corporation. The names and addresses of the initial members of the Board of Directors are:

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<u>Name</u>	<u>Address</u>
Joseph R. Gordy	400 Health Park Boulevard St. Augustine, FL 32086
Bill Rieger	400 Health Park Boulevard St. Augustine, FL 32086
A. Hugh Greene	841 Prudential Drive, Suite 1601 Jacksonville, FL 32207
Roland Garcia	841 Prudential Drive, Suite 650 Jacksonville, FL 32207

**ARTICLE VII
DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations selected by the Board of Directors organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine.

**ARTICLE VIII
AMENDMENTS**

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

**ARTICLE IX
INCORPORATOR**

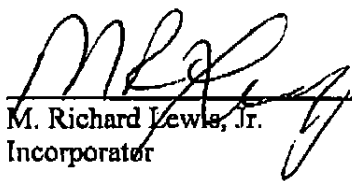
The name and street address of the incorporator for these Articles of Incorporation are M. Richard Lewis, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

**ARTICLE X
INDEMNIFICATION**

Directors and officers of the Corporation shall be, and other employees, agents, attorneys and representatives of the Corporation may be, indemnified to the full extent permitted by Florida law, as more fully provided in the Corporation's Bylaws.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of March, 2014.



M. Richard Lewis, Jr.
Incorporator

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

Pursuant to the provisions of Section 617.0501, Florida Statutes, IT4CIN, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is IT4CIN, Inc.
2. The name and address of the registered agent and office are Harvey Granger, 841 Prudential Drive, Suite 1802, 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 OF HIS POSITION AS REGISTERED AGENT.



Harvey Granger

Date: March 24, 2014

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