

N28193

DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD
ATTORNEYS AND COUNSELORS AT LAW

101 SOUTH COURTENAY PARKWAY, SUITE 201
MERRITT ISLAND, FLORIDA 32952-4855
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100 RIALTO PLACE, SUITE 747
MELBOURNE, FLORIDA 32901
(321) 259-8900
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REPLY TO:

April 5, 2001

Merritt Island
WRITER'S E-MAIL ADDRESS:
LSPIELVOGEL@DEANMEAD.COM

Corporate Records Division
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Third Amended and Restated Articles of Incorporation of Coastal Health
Systems of Brevard, Inc.
Our File No. 08262/15218

000004012220--2
-04/17/01--01025--004
*****44.75 *****44.75

Gentlemen:

Enclosed herewith for filing with your office please find original and copy of Third Amended and Restated Articles of Incorporation of Coastal Health Systems of Brevard, Inc., together with this firm's trust account check in the amount of \$44.75 in payment of the requisite filing fees. Kindly return to the undersigned a certified copy of the Amendment stamped with the date of filing.

Thank you for your assistance in this matter.

Very truly yours,

Leonard Spielvogel

Amend + Restate Arts
5-14-01
MS

LS:RGN
Enclosures

cc: Client
(without enclosure)

F:\RNLTR\FLASECSTATE-AMENDMENT

FILED
01 APR 17 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEAN, MEAD, SPIELVOGEL & GOLDMAN
ATTORNEYS AND COUNSELORS AT LAW

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REPLY TO:

May 10, 2001

Merritt Island
WRITER'S E-MAIL ADDRESS:
LSPIELVOGEL@DEANMEAD.COM

Doug Spitler, Document Specialist
Corporate Records Division
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Third Amended and Restated Articles of Incorporation of Coastal Health
Systems of Brevard, Inc.
Our File No. 08262/15218

Dear Mr. Spitler:

In accordance with your telephone conversation on today's date with my paralegal, Roseann Nelson, we are returning to you herewith the original and copy of Third Amended and Restated Articles of Incorporation of Coastal Health Systems of Brevard, Inc., together with a copy of your letter dated April 25, 2001.

As discussed, the current articles of incorporation for Coastal Health (being the Second Amended and Restated Articles of Incorporation filed with the Florida Secretary of State's Office on October 8, 1991) provide at Paragraph 1 of Article X, "Amendments", that amendments to the Articles shall be made and approved by a unanimous vote of the Board of Directors, no membership approval being required.. Accordingly, the enclosed Third Amended and Restated Articles does recite that the same were adopted by a unanimous vote of the Board of Directors.

Additionally, and based on your discussion, we have lined through the "Attestation" paragraph, as the incorporator for Coastal Health remains as stated in the original Articles of Incorporation filed with the Florida Secretary of State's Office in September 1988.

Thank you for your assistance in this matter.

Very truly yours,

Leonard Spielvogel

LS:RGN
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 25, 2001

DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD
SUITE 201
101 SOUTH COURTENAY PARKWAY
MERRITT ISLAND, FL 32952-4855

SUBJECT: COASTAL HEALTH SYSTEMS OF BREVARD, INC.
Ref. Number: N28193

We have received your document for COASTAL HEALTH SYSTEMS OF BREVARD, INC. and your check(s) totaling \$44.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 201A00024425

RECEIVED
01 MAY 11 AM 7:33
DIVISION OF CORPORATIONS

THIRD
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COASTAL HEALTH SYSTEMS OF BREVARD, INC.
AS AMENDED MARCH 27, 2001

FILED
01 APR 17 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes (1999) of the Florida Not-For-Profit Corporation Act, the undersigned Corporation adopts the following Third Amended and Restated Articles of Incorporation. The original Articles of the Corporation were adopted by the Board of Directors on September 1, 1988, and subsequently first amended and restated on November 21, 1988, and second amended and restated on August 22, 1991.

First: The name of the Corporation is:

COASTAL HEALTH SYSTEMS OF BREVARD, INC.

Second: The following amended and restated Articles of Incorporation were adopted by the Corporation:

THIRD
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COASTAL HEALTH SYSTEMS OF BREVARD, INC.

The undersigned, for the purpose of forming a Corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes (1989), do hereby agree as follows:

ARTICLE I

NAME

The name of the Corporation is:

COASTAL HEALTH SYSTEMS OF BREVARD, INC.

ARTICLE II

PURPOSE OF THE CORPORATION

The purpose of this Corporation shall be to provide responsive, basic and advanced life support ambulance transport, wheelchair and ambulatory transportation services and non-medical stretcher services to the people and health care institutions of Brevard County, Florida, and areas contiguous thereto, and provide such other transportation, health care and social welfare related services as may be required, in an efficient and cost effective fashion pursuant to powers permitted to not-for-profit corporations under Chapter 617 of the Florida Statutes provided, however, that this Corporation, in exercising its purpose shall do so in accordance with Section 501(c) (3) of the Internal Revenue Code of 1986 and any amendments thereto.

It is hereby provided that said purposes are not intended to limit or restrict in any manner the powers or purposes of this Corporation to any extent permitted by law, nor shall the expression of one thing be deemed to exclude another although it be of like nature.

ARTICLE III

POWERS OF CORPORATION

Said Corporation is to have the power to do any and all acts and things necessary or expedient for the carrying out of the purposes of the Corporation and, in general, to possess all rights, privileges and immunities and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida. Notwithstanding anything herein contained to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organization in accordance with Section 501 (c) (3) of the Internal Revenue Code of 1986, and any amendments thereto.

The Corporation shall be authorized and empowered to make charitable contributions to not-for-profit hospitals qualifying as Section 501(c) (3) tax exempt organizations in accordance with the Internal Revenue Code of 1986, and located in Brevard County, Florida, which hospitals are members of the Corporation or with which the Corporation maintains a service agreement. Such charitable contributions shall be made from funds which are in excess of amounts required to maintain operational quality, efficiency, and effectiveness of the Corporation.

ARTICLE IV

TERM

This Corporation shall have a perpetual existence.

ARTICLE V

MEMBERSHIP

The membership of the Corporation shall consist of not less than two (2) nor more than three (3) tax exempt organizations organized and qualified pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VI

BOARD OF DIRECTORS

Each member of the Corporation shall be represented by no less than two (2) nor more than four (4) individuals who shall be known as Directors and who shall establish policies governing the operation and monitoring of the Corporation. The number of Directors may be adjusted subject to the condition that in no event shall there be fewer than six (6) directors nor more than twelve (12) directors by resolution adopted by a majority of the Directors, but no such decrease shall of itself have the effect of shortening the term of an incumbent director. The names and addresses of the current Directors of this Corporation are listed in attachment (A).

ARTICLE VII

OFFICERS OF THE CORPORATION

The Board of Directors shall elect from their number an Executive Committee to include a Chairman, a Vice-Chairman, and second Vice-Chairman. The officers shall be elected by the Board of Directors and shall hold office until the next annual meeting or until their successors are elected. A term of office shall be one year and no person shall serve more that two successive full terms as chairman. In addition, the Board of Directors will appoint a non-voting Secretary/Treasurer who will be a Corporation employee and not a Director to record board deliberations and report routinely on the financial condition of the Corporation.

ARTICLE VIII

PRESIDENT/CHIEF EXECUTIVE OFFICER

The Board of Directors shall employ a President/Chief Executive Officer, who shall be a professional experienced in the management and direction of a healthcare organization and familiar with healthcare financial operations, personnel management, risk management, occupational safety and health, and transportation operations. The President/CEO shall be employed at such compensation and benefits as shall be determined by the Board of Directors. Under the authority and by contract of the Board, the President shall be solely responsible for the operation, leadership, coordination, contracting, and direction of the affairs of the Corporation in accordance with policies established by the Board. The President shall be employed by action of a majority of the Directors present, in quorum, and voting at a regular or special meeting of the Board of Directors.

ARTICLE IX

COMMITTEES

The Directors may establish standing and temporary committees for the Corporation.

ARTICLE X

AMENDMENTS

1. Amendments of these Articles of Incorporation shall be proposed to the Board of Directors at any meeting and approved by a unanimous vote of the Directors present at which a quorum is present, provided that not less than fourteen days notice by mail shall have been given to all Directors setting forth the proposed amendment(s).

2. Amendments to the Bylaws of the Corporation shall be proposed to the Board of Directors at any meeting and approved by a unanimous vote of the Directors present at which a quorum is present, provided that not less than fourteen days notice by mail shall have been given to all Directors setting forth the proposed amendment.

ARTICLE XI

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

William D. McCarthy
3640 Wood Duck Drive
Mims, Florida 32754

ARTICLE XII

The name and address of this Corporation's Registered Agent is:

William D. McCarthy
3640 Wood Duck Drive
Mims, Florida 32754

ARTICLE XIII

DISSOLUTION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed in equal shares to Cape Canaveral Hospital, Inc., an exempt organization under Internal Revenue Code Section 501 (c) (3), Wuesthoff Health Systems, Inc., an exempt organization under Internal Revenue Code Section 501 (c) (3), and North Brevard Medical Support, Inc., an exempt organization under Internal Revenue Code Section 501 (c) (3). In the event that any of the foregoing, named Section 501 (c) (3) exempt organizations does not qualify to receive, is not then in existence, or to the extent that it may be prohibited by State law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to such other Florida not-for-profit corporations as the Board of Directors of the Corporation may determine and, operated for non-profit purposes similar to those of the Corporation or its membership which, at the time of such conveyance or distribution, qualify as an exempt organization or organizations under Internal Revenue Code Section 501 (c) (3). Any such assets not so disposed shall be disposed by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes as described in this Article.

ARTICLE XIV

WITHDRAWAL FROM MEMBERSHIP

A member of the Corporation may withdraw its membership at any time and for any reason. If a member decides to withdraw, such withdrawing member shall give no less than thirty (30) days written notice to the Corporation and to the remaining members thereof of the withdrawing member's intention to withdraw. The withdrawal of such member will be effective upon the expiration of such thirty-day period. The Corporation will have a period of ninety (90) days from and after receipt of the notice of election of withdrawal within which to pay to the withdrawing member the full amount of contributions or assessments, without interest or accrual, paid by the withdrawing member to the Corporation as an incident to taking or maintaining membership in the Corporation.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes, relative to keeping open said office.


William D. McCarthy, Registered Agent

~~ATTESTATION~~

~~The undersigned, being the Incorporator of this Corporation, for the purposes of forming this Corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation on this 27th day of March, 2001.~~


~~William D. McCarthy, Incorporator~~

STATE OF FLORIDA
COUNTY OF BREVARD

On this 27th day of March, 2001, before me, the undersigned officer, personally appeared William D. McCarthy, known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged that he executed the same voluntarily and for the purposes therein stated.

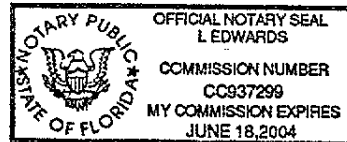
IN WITNESS WHEREOF, I have hereunto set my hand and seal the date mentioned above.



Notary Public, State of Florida

(SEAL)

My commission expires:



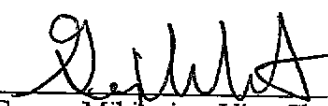
THIRD: The Third Amended and Restated Articles of Incorporation of COASTAL HEALTH SYSTEMS OF BREVARD, INC. were adopted by unanimous written consent of the Board of Directors of the Corporation on the 27th day of March, 2001. All amendments were adopted pursuant to Florida Statutes, Section 617.1007, and there is no discrepancy between the Articles of Incorporation as theretofore amended other than the amendments adopted pursuant to Florida Statutes, Section 617.1007.

DATED this 27th day of March, 2001.

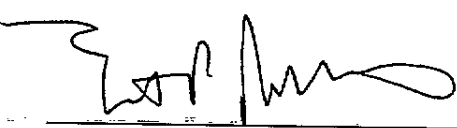
(CORPORATE SEAL)

COASTAL HEALTH SYSTEMS OF
BREVARD, INC.

Attest:



George Mikitarian, Vice-Chairman
Board of Directors

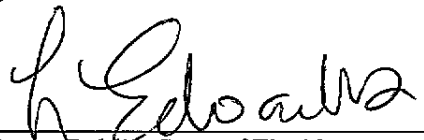


Emil P. Miller, Chairman
Board of Directors

STATE OF FLORIDA
COUNTY OF BREVARD

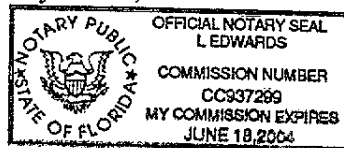
On this 27th day of March, 2001, before me, the undersigned officer, personally appeared Emil P. Miller, Chairman of the Board of Directors of the Corporation, known to me to be the individual who executed the foregoing Third Amended and Restated Articles of Incorporation and he acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date mentioned above.


Notary Public, State of Florida

(SEAL)

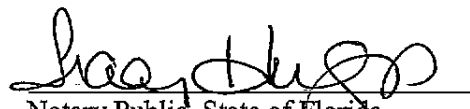
My commission expires:



STATE OF FLORIDA
COUNTY OF BREVARD

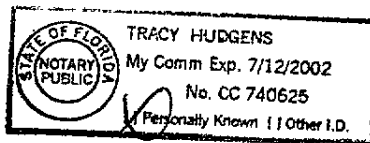
On this 27th day of March, 2001, before me, the undersigned officer, personally appeared George Mikitarian, Vice-Chairman of the Board of Directors of the Corporation, known to me to be the individual who executed the foregoing Third Amended and Restated Articles of Incorporation and he acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date mentioned above.


Notary Public, State of Florida

(SEAL)

My commission expires:



BOARD OF DIRECTORS
COASTAL HEALTH SYSTEMS OF BREVARD, INC.
AS OF MARCH 27, 2001

Emil Miller
Chairman

1477 Rockledge Drive
Rockledge, FL 32955

George Mikitarian
Vice-Chairman

951 North Washington Avenue
Titusville, FL 32780

Larry Garrison
Second Vice-Chairman

1155 South Atlantic Avenue, #402
Cocoa Beach, FL 32931

Rod Baker
Director

2081 London Town Lane
Titusville, FL 32796

Richard Blake
Director

916 Brunswick Lane
Rockledge, FL 32955

Rebekah Davis
Director

605 Heron Drive
Merritt Island, FL 32953

Albert Francis
Director

319 Jack Drive
Cocoa Beach, FL 32931

George Lewis
Director

3200 North Atlantic Avenue
Cocoa Beach, FL 32931

Earl Spencer, Jr.
Director

3805 Hidden Hills Drive
Titusville, FL 32796