

N 96000000 FF9

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PKT 2/20/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>[Signature]</i>	_____	_____

WALK-IN Will Pick Up 2/20 12:00

RE: Covenant Health Services Corporation

95 FEB 20 PM 2:40

SECRETARY OF DISBURSED TALLAHASSEE, FLORIDA

<input type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s) <u>X 2</u>	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

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 -02/20/96--01022--014
 ****175.00 ****175.00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

95 FEB 20 AM 10:24
 RECEIVED
 DIVISION OF CORPORATIONS

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

95 FEB 20 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
COVENANT HEALTH SERVICES COOPERATIVE CORP.

ARTICLE I

Organization

The Corporation elects to be organized as a not for profit corporation pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE II

Name

The name of the Corporation is Covenant Health Services Cooperative Corp.

ARTICLE III

Duration

The period of existence of the Corporation is perpetual.

ARTICLE IV

Principal Office

The street address and mailing address of the initial principal office of the Corporation is at 5151 North Ninth Avenue, Pensacola, Florida, 32504.

ARTICLE V

Registered Office and Registered Agent

The street address of the Corporation's initial registered office in the State of Florida is located at the offices of Beggs & Lane, 3 West Garden Street, Pensacola, Florida 32501. The name of the Corporation's initial registered agent at that address is W. Spencer Mitchem.

ARTICLE VI

Purpose

The purpose of the Corporation is to be a cooperative hospital service organization; as such, the Corporation shall engage only in the activities permitted under Section 501(e) of the Internal Revenue Code of 1986. The Corporation shall operate in accordance with the Ethical and Religious Directives for Catholic Health Facilities, approved by the National Conference of Catholic Bishops. None of the assets of the Corporation are distributable to or for the benefit of its members, directors, or officers, except to the extent (if at all) permitted by Internal Revenue Code sections 501(c)(3) and 501(e) and applicable Florida law. Except as required by Internal Revenue Code sec. 501(e)(2) [or any amended or successor provision], (i) no part of the income of the Corporation is distributable to or for the benefit of its members, directors, or officers, (ii) no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, officer, or other individual, and (iii) no member shall have any vested right, interest, or privilege in or to the assets, income, or property of the Corporation. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of its tax-exempt purpose.

It is intended that the Corporation shall be exempt from federal income tax under Internal Revenue Code sec. 501(c) [or any amended or successor provision]. These Articles shall be interpreted accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE VII

Dissolution

Upon dissolution of the Corporation, voluntary or otherwise, the assets of the Corporation remaining after provision for creditors of the Corporation shall be distributed according to the following order of priority:

1. First, to pay to "patron-hospitals" (as defined in Treas. Reg. Sec. 1.501(c)-1(d)(1), as it may be amended, or as defined in any successor to such regulation) all undisbursed net earnings, only if and to the extent the Corporation has undisbursed net earnings and such distribution is required by Internal Revenue Code sec. 501(c)(2) [or any successor provision] and applicable Treasury Regulations.

2. All remaining assets shall be distributed in accordance with a plan of distribution adopted by the Corporation's Board of Directors, exclusively to one or more religious, charitable, or educational purposes, which may include distribution to one or more organizations described in Internal Revenue Code sec. 501(c)(3), which in turn may include those of the Corporation's members which are hospitals described in Internal Revenue Code sec. 501(c)(1)(B)

[or any successor provision]. All assets so distributed shall be used exclusively for charitable, religious, or educational purposes, preferably in the area of Pensacola, Florida.

ARTICLE VIII

Members

Only organizations described in Internal Revenue Code sec. 501(c)(1)(B) shall be entitled to be members of the Corporation. The Corporation shall initially have two (2) members, which are Baptist Hospital, Inc., a Florida not-for-profit corporation ("Baptist"), and Sacred Heart Hospital of Pensacola, a Florida not-for-profit corporation ("Sacred Heart"). The members shall have such rights and powers provided voting members from time to time by the Florida Not-For-Profit Corporation Act, such duties, responsibilities and voting rights as are provided in the bylaws of the Corporation, and those reserved powers set forth in Article IX. The qualifications for members and the manner of their admission shall be regulated by the bylaws of the Corporation.

ARTICLE IX

Reserved Powers of Members

The following powers and responsibilities shall be expressly reserved to the members of the Corporation, which shall retain and exercise such powers in addition to any additional powers and responsibilities as shall be conferred by the laws of the State of Florida, these Articles or the Corporation's bylaws:

- (A) Approve, interpret and change the statements of mission, philosophy, role and purpose of the Corporation and any amendments thereto;

- (B) Approve the operating agreement, bylaws and articles of incorporation of the Corporation and any amendments thereto;
- (C) Approve the merger, dissolution, consolidation, reorganization, or sale or encumbrance of all or substantially all the assets of the Corporation, or any Corporation in which the Corporation is either a member or shareholder;
- (D) Approve the acquisition, sale, lease, transfer or other alienation of real property of the Corporation;
- (E) Fix the number of directors of the Corporation;
- (F) Approve debt incurred by the Corporation which is in excess of such limits as are established in the Corporation's bylaws or corporate policies;
- (G) Approve the formation of any subsidiary or affiliated Corporation;
- (H) Appoint a chairman and vice chairman, as specifically provided in the articles and bylaws;
- (I) Appoint directors, such that the number of directors appointed by each member equals the number of directors appointed by every other such member;
- (J) Approve the Corporation's strategic plan, annual budget and business plan; and
- (K) Approve the admission of new members to the Corporation.

ARTICLE X

Bylaws

The bylaws of the Corporation may be made, altered or rescinded by the affirmative

vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting, and provided further that both members shall approve such action before it may become effective.

ARTICLE XI

Officers

The affairs of the Corporation are to be managed by the officers of the Corporation, via: a chairman, a vice chairman, a president, who shall be the chief executive officer, such vice presidents as the Board of Directors may designate, one of whom may also be designated as the chief operating officer, a treasurer, who shall be the chief financial officer, a secretary and such other officers as the Board of Directors may from time to time deem necessary. An individual may hold more than one office. The names of the officers who are to serve until the first election under the articles of incorporation are set forth in the bylaws.

ARTICLE XII

Directors

The Board of Directors shall consist of not less than three (3) nor more than ten (10) persons, who shall be elected in accordance with the bylaws of the Corporation. The names of the members of the initial Board of Directors, which shall serve until new directors are elected, are set forth in the bylaws.

ARTICLE XIII

Amendments To Articles

Amendments to these articles of incorporation may be proposed by either member or

one or more of the directors and shall be adopted by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of the proposed amendment(s) shall have been published in or with the notice of the meeting, and provided further that both members shall approve such amendment(s) before the same may become effective. However, no amendment can conflict with or modify any provision of Article VI of these Articles of Incorporation.

ARTICLE XIV

Indemnification

The Corporation shall indemnify each of its directors and officers, including former directors and officers, to the fullest extent allowed by applicable law.

ARTICLE XV

Incorporator

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
W. Spencer Mitchem	P. O. Box 12950 Pensacola, FL 32576

The undersigned, being the sole incorporator, for the purpose of forming a corporation pursuant to the Florida Not For Profit Corporation Act, hereby executes these Articles of Incorporation this 19th day of February, 1996.


W. Spencer Mitchem

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19th day of February 1996, by W. Spencer Mitchem, who is personally known to me or who produced a Florida driver's license as identification, and who did not take an oath.

JACKIE M. DENNISON
Notary Public - State of Florida
My comm. expires Oct. 22, 1996
Comm. No. CC 229221

Jackie M. Dennison
Notary Public, State of Florida at Large
My Commission Expires: _____
Commission Certificate No.: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 617.0501, Florida Statutes, the following is submitted: That COVENANT HEALTH SERVICES COOPERATIVE CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5151 North Ninth Avenue, Pensacola, Florida, 32504, has named W. Spencer Mitchem as its agent to accept service of process at 3 West Garden Street, Pensacola, Florida, 32501.

COVENANT HEALTH SERVICES COOPERATIVE CORP.

By: W. Spencer Mitchem
Its: Incorporator

ACCEPTANCE

Having been named 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 such capacity. I am familiar with, and accept, the obligations of a registered agent and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

W. Spencer Mitchem
W. Spencer Mitchem
Registered Agent

FILED

96 FEB 20 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19th day of February 1996, by W. Spencer Mitchem who is personally known to me or who produced a Florida driver's license as identification, and who did not take an oath.

Jackie M. Dennison

Notary Public, State of Florida at Large

My Commission Expires: _____

Commission Certificate No.: _____

JACKIE M. DENNISON
Notary Public - State of Florida
My comm. expires Oct. 22, 1996
Comm. No. CG 229221