



N960000004054

801 Sixth Street South
St. Petersburg, Florida 33701
(813) 892-4474

William C. Ballard
Chairman
Board of Directors

August 1, 1996

J. Dennis Sexton
President
Chief Executive Officer

VIA FEDERAL EXPRESS

DIRECTORS

Mark T. Maloney
Debra P. Johnson
Malcolm C. Felt
Kenneth A. Banks
John C. Dew
Joseph W. Eberle
R. Donald Murray

Ms. Bobbie Eldridge
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RECEIVED
DIVISION OF STATE
CORPORATIONS
56 AUG -2 PM 3:16

RE: ALL CHILDREN'S PHYSICIANS, INC.

300001916228
-08/08/96--01030--007
****122.50 ****122.50

Dear Ms. Eldridge:

Enclosed herewith is original and one photocopy of Articles of Incorporation for ALL CHILDREN'S PHYSICIANS, INC. together with our check for \$122.50 for filing fee, certified copy and registered agent designation fees.

Please return a certified copy of the Articles to the undersigned. If you have any questions or comments concerning the enclosed, please contact me or, my secretary, Marilyn Taylor at 892-4400.

Sincerely,

Beth A. Houghton
Beth A. Houghton
Senior Vice President, Finance/
General Counsel

BAH/mjt

Marilyn Taylor GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Principal Address*
DATE *8/2/96*
DOC. EXAM *CA*

CA 8/2/96

ARTICLES OF INCORPORATION
OF
ALL CHILDREN'S PHYSICIANS, INC.

FILED
CLERK OF STATE
CORPORATIONS
96 AUG -2 PM 3:16

The undersigned incorporator, for the purpose of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is ALL CHILDREN'S PHYSICIANS, INC.

PRINCIPAL ADDRESS: 801 SIXTH STREET SOUTH
ST. PETERSBURG, FL 33701

ARTICLE II

DURATION

The term of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, and not for pecuniary profit, and to the extent consistent with such purposes, to provide the services of pediatric physicians and other personnel to deliver medical care to all children through the All Children's Health System and to provide management services in support thereof; to conduct health educational and training programs for physicians, nurses, other health care professionals and the general public; to cooperate with other charitable organizations and institutions interested in the physical, mental and moral betterment of children to the end that the work, scope and purpose and coordination of such organizations and institutions shall be enlarged and improved; and to make contributions and confer benefits in furtherance of its purposes to All Children's Health System, Inc., All Children's Hospital, Inc., All Children's Hospital Foundation, Inc., Children's Research Institute, Inc., or to such other organization or organizations that qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue code of 1954, as amended, and the Treasury regulations issued thereunder, or the corresponding provisions of any future United States internal revenue law (the "Code").

Section 3.2. Limitations. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 Section 3.1 of this Article. 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 any organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3. Dissolution. Upon the dissolution of the corporation, the Board of Trustees shall distribute the assets of the corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the corporation, and after the return, transfer, or conveyance of assets which are held by the corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the corporation exclusively for the purposes of the corporation, to All Children's Hospital Foundation, Inc., Children's Research Institute, Inc., All Children's Hospital, Inc. or All Children's Health System, Inc., or to such other organization or organizations organized for charitable, educational or scientific purposes and having its or their principal place of business in Pinellas County, Florida, as the Board of Trustees shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE IV

POWERS

Subject to the restrictions and limitations set forth in Article III, the corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend

money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purpose or purposes.

ARTICLE V

MEMBERSHIP

Section 5.1. Nonstock Basis. The corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 5.2. Member. The corporation shall have one member, which shall be All Children's Health System, Inc.

ARTICLE VI

BOARD OF TRUSTEES

Section 6.1. Board of Trustees. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in these Articles or the bylaws of the corporation.

Section 6.2. Number and Election. The number of trustees constituting the Board of Trustees of the corporation is five (5). The number of trustees may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three (3). The trustees including any ex officio trustees who may be provided for in the bylaws of the corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the corporation.

Section 6.3. Trustees. The name and residence address of each person who is to serve as a member of the initial Board of Trustees until his or her death, resignation or removal, or the election or appointment and qualification of his or her successor is as follows:

<u>Name</u>	<u>Residence Address</u>
1. J. Dennis Sexton Chief Executive Officer All Children's Health System, Inc.	801 Sixth Street South St. Petersburg, FL 33701

- | | | |
|----|--|--|
| 2. | Jack Hutto, M.D.
Senior Vice President of
Medical Affairs
All Children's Hospital, Inc. | 801 Sixth Street South
St. Petersburg, FL 33701 |
| | | |
| 3. | Beth A. Houghton
Senior Vice President for Finance
All Children's Health System, Inc. | 801 Sixth Street South
St. Petersburg, FL 33701 |

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is ALL CHILDREN'S HEALTH SYSTEM, INC., 801 Sixth Street South, St. Petersburg, Florida 33701.

ARTICLE VIII

INDEMNIFICATION

Subject to the bylaws, the Board of Trustees is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE IX

BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended or repealed only by the sole member of the corporation.

ARTICLE X

AMENDMENTS

These Articles may be amended only by the sole member of the corporation.

ARTICLE XI

PRESENT REGISTERED OFFICE AND REGISTERED AGENT

The street address of the present registered office of the corporation is 801 Sixth Street South, St. Petersburg, Florida 33701, and the name of its present registered agent at such address is Beth A. Houghton.

IN WITNESS WHEREOF, these Articles of Incorporation of All Children's Physicians, Inc., were executed by the corporation by its Chairman and attested by its Senior Vice President-Finance/Operations under the corporate seal, this 1st day of August, 1996.

ALL CHILDREN'S HEALTH SYSTEM, INC.

(CORPORATE SEAL)

By William C. Ballard
WILLIAM C. BALLARD, Chairman

Attest Beth A. Houghton
BETH A. HOUGHTON
Senior Vice President
Finance/Operations

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of August, 1996, by William C. Ballard, the Chairman of All Children's Health System, Inc., a Florida corporation not for profit, on behalf of the corporation.

(NOTARIAL SEAL) Dorothy M. Wendt
DOROTHY M. WENDT
Notary Public, State of Florida
Print name Dorothy M. Wendt
My commission expires _____
No. CC226947

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of August, 1996, by Beth A. Houghton, the Senior Vice President-Finance/Operations of All Children's Health System, Inc., a Florida corporation not for profit, on behalf of the corporation.

(NOTARIAL SEAL) Marylin J. Taylor
MARYLIN J. TAYLOR
Notary Public, State of Florida
Print name MARYLIN J. TAYLOR
My commission expires _____
No. CC329169
Bonded thru Western Surety Co

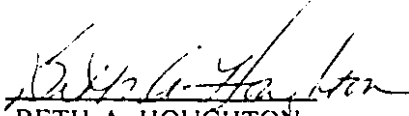
Marylin J. Taylor
Notary Public, State of Florida
Print name MARYLIN J. TAYLOR
My commission expires _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT

96 AUG -2 PM 3: 16

Having been appointed as the initial registered agent for ALL CHILDREN'S PHYSICIANS, INC., as stated in the foregoing Articles of Incorporation, BETH A. HOUGHTON hereby accepts such appointment as registered agent. Such registered agent is familiar with and accepts the obligations of the position as registered agent.


BETH A. HOUGHTON

Date: August 1, 1996

STP-108453

N96000004054

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #) 425-5625

600002033736-4
12/27/96-01078-019
*****87.50 *****87.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. All Children's Physicians, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 12-27-96
3:30

☒ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

FILED STATES
SECRETARY OF CORPORATIONS
96 DEC 27 PM 2:15

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

NIC Amend
sf
12/27/96

RECEIVED
96 DEC 27 AM 11:37
DIVISION OF CORPORATIONS

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
ALL CHILDREN'S PHYSICIANS, INC. 86 DEC 27 PM 2:15

These Articles of Amendment to the Articles of Incorporation of ALL CHILDREN'S PHYSICIANS, INC., a Florida not-for-profit corporation, (the "Corporation"), are adopted and filed pursuant to the provisions of Sections 617.1001 and 617.1002, Florida Statutes (1996) and have been duly authorized, approved and adopted by the Sole Member of the Corporation at a meeting thereof called on December 24th, 1996, in accordance with Article X of the Articles of Incorporation, and shall be effective upon the date of filing with the Secretary of State of Florida.

The votes cast were a sufficient number in accordance with the Articles of Incorporation and bylaws of the Corporation.

FIRST: Article I of the Articles of Incorporation is amended in its entirety to read as follows:

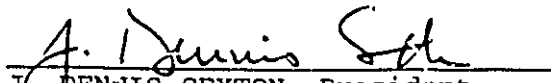
NAME

The name of the corporation is WEST COAST
NEONATOLOGY, INC. Principal address: 801 Sixth
Street South, St. Petersburg, FL 33701

SECOND: Section 6.2 of Article VI of the Articles of Incorporation is amended in its entirety to read as follows:

Section 6.2 Number and Election. The number of trustees constituting the Board of Trustees of the corporation is three (3). The number of trustees may be increased from time to time in accordance with the bylaws, but shall never be less than three (3). The trustees including any ex officio trustees who may be provided for in the bylaws of the corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 24th day of December, 1996.


J. DENNIS SEXTON, President