

N98000004562

BLANK, RIGSBY & MEENAN, P.A.
ATTORNEYS AT LAW

F. PHILIP BLANK*
H. RICHARD BISBEE
THOMAS R. McSWAIN
TIMOTHY J. MEENAN
R. TERRY RIGSBY
GEOFFREY D. SMITH
JOHN R. DUNPHY
LEGAL ASSISTANT
JOHN A. DICKSON, J.D.
*Florida Bar Certified in Health Law

Office Address:
204 SOUTH MONROE STREET
TALLAHASSEE, FLORIDA 32301
(850) 681-6710

Mailing Address:
POST OFFICE BOX 11068
TALLAHASSEE, FLORIDA 32302-3068
FACSIMILE (850) 681-6713
(850) 681-1003
E-Mail: Postmaster@BRMFirm.com

August 7, 1998

Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

600002610786-- 6
-08/07/98--01055--025
*****78.75 *****78.75

Re: The Villages Tri-County Medical Center, Inc.

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-referenced entity. Please date-stamp the copy of the articles for our files. You also like to request a certificate for this as well. Enclosed is a check in the amount of \$78.75 to cover the cost of filing the articles and issuing the certificate.

If you should have any questions, please do not hesitate to contact me at the above telephone number. If you will give me a call when the certificate is ready, I will have my runner pick it up. Thank you in advance for your cooperation in this request.

Sincerely,

Lou Ann Kuehlke

Lou Ann Kuehlke
Secretary to R. Terry Rigsby

/lk

Enclosures

DME
8/17/98

FILED
98 AUG -7 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG -7 PM 12:21

ARTICLES OF INCORPORATION

of

THE VILLAGES TRI-COUNTY MEDICAL CENTER, INC.

(A Not for Profit Florida Corporation)

FILED

98 AUG -7 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is **THE VILLAGES TRI-COUNTY MEDICAL CENTER, INC.**, and hereinafter shall be referred to as the "Corporation" in these Articles.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation is 1400 U.S. Hwy. 441 North, Suite 930, The Villages, Florida 32159.

ARTICLE III. CORPORATE PURPOSE

This Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), including, but not limited to, the following purposes:

- A. To provide health care services to residents of the State of Florida.
- B. To establish and maintain one or more acute care hospitals within the State of Florida.
- C. To carry on any educational activities related to rendering care to the sick and injured, or to the promotion of general health and well-being.
- D. To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health and well-being of the community.
- E. To do everything necessary, suitable or proper for the accomplishment, attainment, or furtherance of, and to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida upon a not for profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as

authorizing this Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not for profit corporation organized under the laws of the State of Florida.

ARTICLE IV. DIRECTORS

A. The manner by which directors shall be elected or appointed shall be as stated in the bylaws of this Corporation.

B. The names and addresses of the persons who are to serve as the initial directors of this Corporation are:

Mr. Terry Upton
1400 U.S. Hwy 441 North
Suite 930
The Villages, Florida 32159

Mr. John Wise
1100 Main Street
The Villages, Florida 32159

Mrs. Sharon Morse
1100 Main Street
The Villages, Florida 32159

Mr. Steven Drake
1100 Main Street
The Villages, Florida 32159

Mr. Mike Killingsworth
Citizens First Bank
903 Avenida Central
The Villages, Florida 32159

Mr. Don Waggoner
557 Carrera Drive
The Villages, Florida 32159

ARTICLE V. CORPORATE POWERS

This Corporation shall have all powers granted by law to not for profit corporations subject to the following limitations and restrictions:

A. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that this 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. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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, this 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

B. No member, trustee, officer or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of this Corporation. Upon the dissolution of this Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of the residual assets of this Corporation by transfer to any entity or organization whose purpose is to support charitable causes, if in existence and qualifying as an exempt organization under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or if not in existence or not qualifying as a tax exempt organization, to such other entity as is in existence and qualifying as an exempt organization under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VI. REGISTERED AGENT

The name of this Corporation's registered agent and the street address of this Corporation's registered office is Terry Upton, 1400 U.S. Highway 441 North, Suite 930, The Villages, Florida 32159.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of this Corporation is:

Terry Upton
1400 U.S. Highway 441 North
Suite 930
The Villages, Florida 32159

For the purpose of forming this not for profit corporation under the laws of the State of Florida I, the undersigned, have executed these Articles of Incorporation this 8th day of August, 1998.


Terry Upton

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

FILED

98 AUG -7 PM 2:40

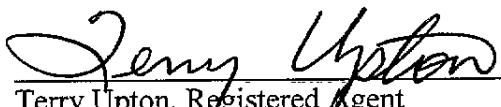
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED AGENT AND RESIDENT OFFICE IN THE STATE OF FLORIDA.

1. The name of the corporation is The Villages Tri-County Medical Center, Inc.
2. The name and address of the registered agent and office is:

Terry Upton
1400 U.S. Highway 441 North
Suite 930
The Villages, Florida 32159

Having been named as registered agent and to accept service of process for the above-stated corporation at the address designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Terry Upton, Registered Agent
The Villages Tri-County Medical Center, Inc.

8/6/98

Date