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February 22, 1999

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

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-03/02/99--01013--002  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Space Coast Hospital Services, Inc.

Dear Sir:

Enclosed please find an original and one copy of Amended and Restated Articles of Incorporation together with the Certificate of Articles of Restatement and Amendment for the above corporation which we will thank you to file. Our check in the sum of \$52.50 covering the requisite filing fees is also enclosed.

Kindly file these documents, returning a certified copy to us in the enclosed prepared envelope.

Very truly yours,

*Brigitte Van Tassel*  
Brigitte Van Tassel, CLA,  
Legal Assistant to  
William C. Potter, Esq.

BVT/b  
Enclosures

*Spoke to Brigitte  
3-4-99 about writing  
out Incorporator.  
DMS*

*Amend & Restate  
3-5-99  
DMS*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR -2 AM 9:48

FILED

ARTICLES OF RESTATEMENT AND AMENDMENT  
of  
SPACE COAST HOSPITAL SERVICES, INC.

FILED  
99 MAR -2 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Department of State  
Tallahassee, Florida 32314

Pursuant to the provisions of § 617.1007, Fla. Stat., SPACE COAST HOSPITAL SERVICES, INC., pursuant to a resolution duly adopted by its board of directors and adopted by its members, adopts the amended and restated Articles of Incorporation annexed hereto. The amended and restated Articles of Incorporation contain amendments upon which the members are entitled to vote. The amendments were adopted in compliance with the procedures set forth in § 617.1002, Fla. Stat., by vote of the members on the 26<sup>th</sup> day of January, 1999, and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Restatement on this 15<sup>th</sup> day of February, 1999.

SPACE COAST HOSPITAL SERVICES, INC.

By: Stephen W. Ripley (SEAL)  
Stephen W. Ripley, President

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
SPACE COAST HOSPITAL SERVICES, INC.

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The undersigned, pursuant to Chapter 617 of the Florida Statutes, adopt the following Amended and Restated Articles of Incorporation.

ARTICLE I.

NAME: The name of this corporation shall be SPACE COAST HOSPITAL SERVICES, INC.

ARTICLE II.

PRINCIPAL PLACE OF BUSINESS: The principal place of business of this corporation is 1895 Murrell Road, Rockledge, Florida 32955.

ARTICLE III.

PURPOSE: The purposes for which this Corporation is organized are as follows:

1. To exercise all powers and transact all business authorized under Chapter 617, Florida Statutes.
2. To provide a central laundry and linen service which shall include providing a ready supply of linen, provide usable data pertaining to consumption and replacement thereof, and to further engage in all matters incident to establishing, operating and maintaining a central laundry service.

3. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real estate and personal property of every kind and nature.

4. To purchase, own, lease and acquire either by purchase pledge, hire or otherwise, real estate, to sell, lease, mortgage, pledge, or otherwise dispose of said real estate, to give and take security, wherever necessary, in such transactions with full power to make, execute and deliver deeds, conveyances and other instruments of writing necessary in connection therewith.

5. To buy and sell bonds, mortgages, notes, debentures and other evidence of debt and all kinds of personal property.

6. To borrow and secure the payment of money in any lawful manner, to enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association, corporation, municipality, county or state, relating to the corporation's business and to execute, and issue promissory notes, bills of exchange and other negotiable instruments in evidence of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

7. To do any and all other acts and things necessary or essential to be done in connection with the carrying on of the business or any of the businesses herein authorized to be carried on, to provide the hospitals and related health care facilities such other services in addition to a central laundry and linen supply facility as said corporation may be called upon to provide by its membership.

8. In connection with the purposes set forth above and in order to carry out said purposes, to receive and acquire by gift or otherwise and to apply the principal and interest thereof as may be directed by the donor or as the Board of Directors of said corporation may determine in the absence of such direction, and to take such steps as the Board of Directors deems requisite to carry out the general purposes of such specific purposes and objectives as corporations organized not for profit are permitted to carry out.

#### ARTICLE IV

MEMBERSHIP: The qualifications of members, the method of admission of members and the provisions for termination of membership shall be stated in the By-laws of the corporation.

#### ARTICLE V

BOARD OF DIRECTORS: The method of election of directors shall be stated in the By-Laws of the Corporation.

#### ARTICLE VI

REGISTERED OFFICE AND REGISTERED BOARD OF DIRECTORS: The street address of the Corporation's registered office is 1895 Murrell Road, Rockledge, Florida 32955 and the name of the registered agent at such office is Stephen W. Ripley.

## ARTICLE VIII

### PATRONAGE REFUNDS:

1. Not later than the 15th day of the ninth month after the end of each fiscal year of the Corporation, the Board of Directors shall refund to the members of the Corporation an amount equal to the excess of the Corporation's revenues, earned from the sale or supply of products and services to members or other business with or for members, over the sum of the Corporation's costs of operations associated with those products and services. The refunds shall be made to each member of the Corporation on the basis of that member's patronage during the fiscal year and shall be paid to members in cash, in Qualified Written Notices of Allocation or in Non-qualified Written Notices of Allocation or Qualified Per Unit Retain Certificates or Non-qualified Per Unit Retain Certificates (as those terms are defined in Section 1388 of the Internal Revenue Code). The Corporation shall also pay patronage dividends to nonmember patrons pursuant to patronage agreements entered into by the Corporation and any nonmember patron. The Corporation shall not enter into any patronage agreement with a nonmember without the prior approval of the Corporation's Board of Directors. Notwithstanding anything to the contrary, patronage dividends shall not constitute "dividends" or "distributions" under applicable corporation law.

2. Membership in the Corporation constitutes consent by the member to include in its gross income for federal tax purposes, (in the manner provided in Section 1385 of the Internal Revenue Code)

the stated dollar amount of any Qualified Written Notices of Allocation or Qualified Per Unit Retain Certificates (as defined in Section 1388 of the Internal Revenue Code) distributed to it by the Corporation in the taxable year in which the Qualified Written Notice of Allocation or Qualified Per Unit Retain Certificate is received.

3. The Board of Directors shall determine by resolution the percentage of patronage dividends to be paid in cash, except that at least 20 percent of all patronage dividends shall be paid in cash. The balance of the patronage dividends shall be paid in the form of Qualified Written Notices of Allocation as defined in Sub-Section 1388(c) of the Internal Revenue Code or Non-qualified Written Notices of Allocation as defined in Sub-Section 1388(d) of the Internal Revenue Code or Qualified Per Unit Retain Certificates as defined in Sub-Section 1388(h) of the Internal Revenue Code or Non-qualified Per Unit Retain Certificates as defined in Sub-Section 1388(i) of the Internal Revenue Code in order to ensure that the Corporation has adequate reserves to meet future liabilities, capital expenditures, or other expenses.

4. The Corporation shall maintain separate books of account for distinct programs of the Corporation. The Board of Directors shall identify the programs for which separate books of account shall be maintained and the products and services included in each such program.

5. The Board of Directors, in its discretion, shall determine the timing and amounts of any redemptions of any written

notices of allocation. A written notice of allocation shall not be redeemed for more than its stated dollar amount. A resolution to redeem any written notices of allocation shall require the affirmative vote of two-thirds of the entire Board of Directors in office for adoption.

#### ARTICLE IX.

##### DISSOLUTION:

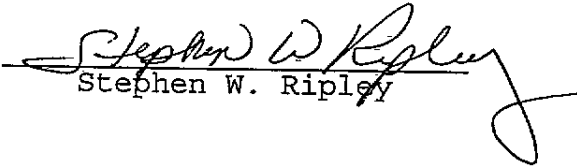
1. The adoption of a resolution to voluntarily dissolve the Corporation shall require the affirmative vote of two-thirds of the entire membership. A proposal to dissolve the Corporation shall be submitted to the members for consideration in the manner prescribed by law.

2. In the event of the termination or dissolution of the Corporation or the winding up of its affairs for any reason whatsoever, it shall cease to carry on its business, except insofar as may be necessary for the winding up of the business, and shall be liquidated in the manner prescribed by law. After paying or discharging all of its obligations (other than outstanding Written Notices of Allocation and outstanding Per Unit Retain Certificates) or making adequate provision for payment and discharge thereof, the Corporation shall distribute the remainder of its assets in the following order of priority: first, in redemption of any outstanding Written Notices of Allocation at their stated dollar amount, except that if the remaining assets of the Corporation are insufficient to pay in full such amounts, then the assets shall be distributed ratably in the same proportions as would be payable if

such amounts were paid in full; second, in redemption of any outstanding Per Unit Retain Certificates at their stated dollar value, except that if the remaining assets of the Corporation are insufficient to pay in full such amounts, then the assets shall be distributed ratably in the same proportions as would be payable if such amounts were paid in full; third, in payment of the capital stock and paid in capital of each of the members at the time of dissolution as reflected on the balance sheet of the Corporation at such time, compiled in accordance with Generally Accepted Accounting Principles, consistently applied, except that if the remaining assets of the corporation are insufficient to pay in full such amounts, then the assets shall be distributed ratably in the same proportions as would be payable if such amounts were paid in full; fourth, to distribute the remaining assets which represent patronage-sourced income to the then current and former patrons (including member and nonmember patrons) of the Corporation in proportion to their business with the Corporation during that period of years preceding liquidation which the Board of Directors at the time of liquidation determines to be practicable under the circumstances; and fifth, to distribute any remaining assets to such organization or organizations created and operated for nonprofit purposes consistent with the nonprofit purposes of the Corporation as the Board of Directors may determine. In the event of the inability or refusal of the Board of Directors to select such an organization or organizations, the remaining assets shall be distributed as directed by the Court of general jurisdiction of

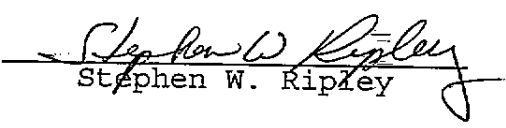
the county in which the principal office of the Corporation is then located, to another not-for-profit organization or organizations to be used in such manner as in the judgment of the Court will best accomplish the general purposes for which the Corporation was organized.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 15<sup>th</sup> day of FEBRUARY, 1999.

  
Stephen W. Ripley

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SPACE COAST HOSPITAL SERVICES, INC., at the place designated in the Amended and Restated Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501. --

  
Stephen W. Ripley