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EMORY UNIVERSITY

Office of the General Counsel

401 Administration Building
Atlanta, Georgia 30322
404/727-6011

April 30, 1999

Reply to:

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

Emory Healthcare, Inc.
Emory University Hospital
1364 Clifton Road, N.E.
Atlanta, Georgia 30322
404/712-5627

Crawford Long Hospital
550 Peachtree Street, N.E.
Atlanta, Georgia 30365
404/686-2457

114 Administration Building
Atlanta, Georgia 30322
404/727-1730

Re: Amended Filing for Emory Healthcare, Inc.

Dear Mr. Mays:

I am forwarding to you the following documents on behalf of Emory Healthcare, Inc., a Georgia non-profit corporation: (i) Application by a Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida; and (ii) 1999 Nonprofit Corporation Annual Report. Emory Healthcare, Inc. mistakenly registered as a foreign for profit corporation when completing its application to conduct business in Florida last year. We realized this mistake when we received the 1999 Profit Corporation Annual Report. ✓

Earlier this month, I had a telephone conversation with Hart Collins in your office concerning our erroneous registration. Mr. Collins indicated that we should correct our corporate status with the Florida Department of State by filing a not for profit application to do business with a \$35 amendment fee and a 1999 Nonprofit Corporation Annual Report with the appropriate filing fee. ✓ Accordingly, the application and report along with the requisite fees are enclosed. It is our understanding that this is all we need to do to correct our registration with the Florida Department of State so that Emory Healthcare, Inc. is registered as a foreign not for profit corporation authorized to conduct its affairs in Florida. If there is anything further we need to do, please contact me at 404-712-5627.

Thank you for your assistance in handling this matter.

Sincerely yours,

Jill Shipley
Jill N. Shipley, Esq.
Legal Service Office

Name	
Availability	
Document Examiner	alt
Updater	
Update/NS:Im	
Verifier	
Acting Enclosures	
W. P. Verifier	

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Vicki
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FILED 35
COPY 17.50
R. AGENT
TOTAL 52.50
BALANCE DUE \$
REFUND \$

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: EMORY HEALTHCARE, INC.
(Name of Corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Katherine G. Lewis Assistant General Counsel
(Name of Person)

Emory University Hospital - Legal Services
(Firm/Company)

1364 Clifton Road - E228
(Address)

Atlanta, Georgia 30322
(City, State and Zip Code)

For further information concerning this matter, please call:

JILL SHIPLEY at (404) 712- 5627
(Name of Person) Area Code & Daytime Telephone Number

STREET ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount: * \$35.00 Amendment Fee
Plus \$17.50 for Cert. of Status & Cert. Copy
☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & ☐ \$78.75 Filing Fee & ☐ \$87.50 Filing Fee, Copy
Certificate of Status Certified Copy Certificate of Status & Certified Copy

AMENDED

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

- ✓ 1. EMORY HEALTHCARE, INC.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
- ✓ 2. GEORGIA 3. 58-2137993
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1997 5. Not applicable
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1998
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. MICHAEL M.E. JOHNS, M.D.
1440 Clifton Road NE - Suite 400 (Woodruff Health Sciences Center)
Atlanta, Georgia 30322
(Current mailing address)
8. Perform laboratory tests on specimens originating in Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

CT Corporation System
(Name)
1200 South Pine Island Road
(Office address)
Plantation, Florida, 33324
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**JENNIFER F AULTMAN
ASSISTANT SECRETARY**

(Registered agent's signature)

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99 MAY -4 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: MICHAEL M.E. JOHNS, M.D.

Address: 1440 Clifton Road, Suite 400, Atlanta, GA 30322

Vice Chairman: Not Applicable

Address:

Director: Wayne Alexander, M.D., Director, Division of Cardiology

Address: 319 Woodruff Memorial Building, 1639 Pierce Drive

Atlanta, GA 30322

Director: J. David Allen, D.D.S., Oral & Maxillofacial Surgery Associates

Address: 5090 Chastleton Drive

Stone Mountain, GA 30087

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: John T. Fox, Chief Operating Officer, Emory Healthcare, Inc.

Address: 1440 Clifton Road, Suite 440 (Woodruff Health Sciences Center)

Atlanta, GA 30322

Vice President: Not Applicable

Address:

Secretary: Lorraine H. Spencer, General Counsel, Emory Healthcare, Inc.

Address: E228 Legal Services, 1364 Clifton Road NE, Atlanta, GA 30322

Treasurer: Not Applicable

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Lorraine Hess Spencer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Lorraine Hess Spencer, General Counsel, Emory Healthcare, Inc.
(Typed or printed name and capacity of person signing application)

FILED
99 MAY -4 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EMORY HEALTHCARE, INC. DIRECTORS
(Continued)

William J. Casarella, M.D.

Associate Dean - Clinical
Affairs/Grady & Chair -
Department of Radiology
Emory University Hospital
Suite A127
Atlanta, Georgia 30322
(404) 712-4996

Penny Z. Castellano, M.D.

Medical Director
Emory Clinic North
5955 State Bridge Road
Duluth, Georgia 30097
(770) 814-1106

Mr. Charles B. Ginden

866 Carlton Ridge NE
Atlanta, Georgia 30342
(404) 239-0063

Mr. Joseph R. Gladden, Jr.

General Counsel
The Coca-Cola Company
One Coca-Cola Plaza
P.O. Drawer 1734
Atlanta, Georgia 30301
(404) 676-2749

Mr. John T. Glover

President, Post Properties, Inc.
4401 Northside Parkway #800
Atlanta, Georgia 30327-3057
(404) 846-5010

Mr. John D. Henry, Sr.

Chief Executive Officer
The Emory Hospitals
Crawford Long Hospital
550 Peachtree Street NE
Atlanta, Georgia 30365
(404) 686-2445

Thomas J. Lawley, M.D.

Dean, School of Medicine
Woodruff Health Sciences
Center
1440 Clifton Road - Ste. 321
Atlanta, Georgia 30322
(404) 727-5631

Mr. J. Neal Purcell

Vice Chair - KPMG, LLC
345 Park Avenue - 40th Floor
New York, N.Y. 10154
(212) 909-5054

Rein Saral, M.D.

Chief Executive Officer
The Emory Clinic, Inc.
1365 Clifton Road - Ste. 6400
Atlanta, Georgia 30322
(404) 778-3774

Mr. John L. Temple

Executive Vice President
Emory University
1380 South Oxford Road
Suite 409
Atlanta, Georgia 30322
(404) 727-6018

Mr. William C. Warren, III

President, Cumberland
Corporation
5 Dunwoody Parkway, Ste. 113
Atlanta, Georgia 30338
(770) 730-7500

William C. Wood, M.D.

Chair, Department of Surgery
Emory University Hospital
1364 Clifton Road - Ste. B206
Atlanta, Georgia 30322
(404) 727-5800

Secretary of State

Corporations Division
315 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91030391
CONTROL NUMBER : K405515
DATE INC/AUTH/FILED : 03/04/1994
JURISDICTION : GEORGIA
PRINT DATE : 04/13/1999
FORM NUMBER : 211

EMORY UNIVERSITY HOSPITAL
LEGAL SERVICES: LORI SPENCER
1364 CLIFTON RD. STE. E-228
ATLANTA GA 30322

CERTIFICATE OF EXISTENCE

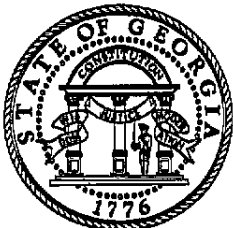
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that


EMORY HEALTHCARE, INC. A DOMESTIC NONPROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.




CATHY COX
SECRETARY OF STATE