

Division of Corporations

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Florida Department of State

Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.**Boca Thoracic & Cardiovascular Surgery, LLC**

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**ARTICLES OF ORGANIZATION
OF
BOCA THORACIC & CARDIOVASCULAR SURGERY, LLC
(A Florida Limited Liability Company)**

Pursuant to the Florida Limited Liability Company Act, Florida Statutes Sections 608.401 through 608.705, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of the Limited Liability Company is Boca Thoracic & Cardiovascular Surgery, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 800 Meadows Road, Boca Raton, FL 33486.

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Department of State and shall be perpetual until terminated in accordance with applicable law and the Operating Agreement of the Company.

**ARTICLE IV
MANAGEMENT**

The Company will be a member-managed company in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's initial registered agent is 50 North Laura Street, Suite 2500, Jacksonville, Florida, 32202. The name of the Company's initial registered agent at that office is Stephen G. Prom, Esquire.

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ARTICLE VI
BUSINESS PURPOSES AND POWERS

The purpose of the Company shall be exclusively for charitable, educational and scientific purposes, including medical-related services, and the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue Law (the "Code"). Any direct or indirect transfer of any membership interest in the Company to a transferee other than a §501(c)(3) organization or governmental instrumentality shall be prohibited except that interest in the Company (other than membership interest), or its assets, may only be availed of or transferred (whether directly or indirectly) to any nonmember other than a §501(c)(3) organization or governmental unit or instrumentality in exchange for fair market value. The Company shall not engage in any activities that are not permitted to be carried on (a) by an entity exempt from federal income tax under §501(c)(3) of the Code or the corresponding section of any future federal tax codes, or (b) by an entity contributions to which are deductible under Section 170(c)(2) of the Code.

Member(s) of the Company shall at all times be §501(c)(3) tax exempt organizations. In the event any member of the Company ceases at any time to be an organization described in §501(c)(3) of the Code such non-exempt member shall be required to either (i) forfeit its interest to the Company; or (ii) sell its interest in the Company to another §501(c)(3) organization or governmental unit or instrumentality. A non-exempt member's rights in the Company shall be fully terminated within ninety (90) days from the date that a member's exemption is revoked. The Company shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in §501(c)(3) of the Code. The Company shall have and exercise such other powers necessary or convenient to carry out the purposes for which it is formed, including the powers granted to limited liability companies under the Florida Limited Liabilities Act (the "Act"), provided that the exercise of any such other powers is not in violation of the Company's charitable purposes or any other limitation imposed upon the Company under and by virtue of the these Amended and Restated Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII
DISSOLUTION OF COMPANY

In the event of dissolution of the Company or the winding up of its affairs, or other liquidation of its assets, the Company's property shall be conveyed or distributed to the Boca Raton Community Hospital, Inc. (the "Boca Raton Hospital") or if, at the time of such conveyance or distribution, Boca Raton Hospital qualifies as an exempt organization under §501(c)(3) of the Code, or if it does not so qualify, or is not then in existence, to BRCH Foundation, Inc. or BRCH Corporation, as the case may be, if at the time of such conveyance or distribution BRCH Foundation, Inc. or BRCH Corporation qualifies as an exempt organization under §501(c)(3) of the Code, or if it does not so qualify, or is not then in existence, to such organization or organizations created and operated for charitable, educational and scientific purposes similar to those of the Company, so long as such organization or organizations at the time of such conveyance or distribution qualifies as an exempt organization or organizations under §501(c)(3) of the Code and that the assets devoted to the Company's charitable purposes will continue to be devoted to charitable purposes. At no time shall the Company be permitted to merge with or convert to a for profit organization.

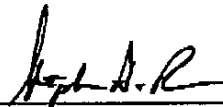
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**ARTICLE VIII
AMENDMENTS**

The Articles of Organization of the Company ("Articles") may be altered, amended or repealed and any new amendments thereto may be adopted only by the Sole Member of the Company; provided, however, that such Articles and any amendments thereto shall not be inconsistent with the Company's Operating Agreement and §501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned, being the Authorized Representative of the Company, pursuant to §608.407(3) of the Act, does execute these Articles of Organization on behalf of the Company, declaring and certifying that the facts stated herein are true, this 8th day of August, 2006.

AUTHORIZED REPRESENTATIVE:



Stephen G. Prom, Esquire

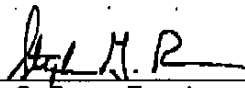
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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **Boca Thoracic & Cardiovascular Surgery, LLC**, a Florida Limited Liability Company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8th day of August, 2006.



Stephen G. Prom, Esquire

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