

JAN-07-2010 THU 01:40 PM Beggs And Lane

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Division of Corporations

Page 1 of 1

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Pathways for Change, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the limited liability company (Company) is Pathways for Change, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Company

1717 North "E" Street, Suite 320
Pensacola, Florida 32501

ARTICLE III - Duration

The period of duration of the Company shall be perpetual.

ARTICLE IV - Management

The Company is to be managed by a manager or managers, the number and identity of which will be determined in accordance with the Company's operating agreement.

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Company are:

Beggs & Lane, a Registered Limited Liability Partnership
501 Commendencia Street
Pensacola, Florida 32502

ARTICLE VI - Purpose

The Company is organized and operated exclusively to further the purposes of its sole member, Baptist Hospital, Inc., a Florida not for profit corporation exempt from federal income tax pursuant to section 501(a) of the Internal Revenue Code (Code) by virtue of section 501(c)(3) thereof, as it relates to medical services; and to do any other business, act or thing incidental to and necessary for the accomplishment of the aforesaid purpose and not inconsistent with any law.

ARTICLE VII - Limitation on Powers

The Company shall have all powers authorized by Florida law subject to the following exception: the Company shall not be authorized to use such powers to carry on any activity which is not in furtherance of the exclusive purposes for which it was organized or which is prohibited for an entity exempt from income tax under section 501(a) of the Code by virtue of section 501(c)(3) thereof.

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ARTICLE VIII - Net Earnings and Private Inurement

No part of the net earnings, gains, or assets of the Company shall inure to the benefit of, or be distributable to its members who are not then qualified as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof, managers, trustees, directors, officers, or other private persons, except that it shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the exempt purposes for which this Company was organized and which are consistent with section 501(c)(3) of the Code. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in, including the publishing or distribution of statements relating to, any political campaign on behalf of or in opposition to any candidate for public office. Furthermore, the Company shall not be merged with, convert into or have as a member any other entity unless the entity is then qualified as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof.

ARTICLE IX - Distribution of Company Assets Upon Dissolution

In the event of dissolution or final liquidation of the Company, the manager(s) shall, after paying or making provision for the payment of all the lawful debts and liabilities thereof, distribute all of its assets to its member, provided that it shall then qualify as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof, and if it is not, then to the following:

(a) an organization or organizations created to succeed the Company or its member, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof; and if no such organization exists, then to

(b) an organization or organizations having similar purposes as the Company and which the Company's member agrees is an appropriate recipient of such assets, as long as such organization or each such organizations shall then qualify as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof.

ARTICLE X - Operating Agreement

The Company, its member and initial manager(s) shall enter into a written operating agreement which shall be consistent with these Articles of Organization, and these Articles of Organization shall always prevail over any inconsistent provision of said operating agreement as same may be amended and/or restated from time to time.

ARTICLE XI - Attorney General's Authority

The Attorney General of the State of Florida is hereby granted all authority provided in chapter 617, Florida Statutes, to be exercised with respect to the Company just as if the Company was formed as a not for profit corporation under said chapter, including but not limited to the authority provided in section 617.0304 thereof.

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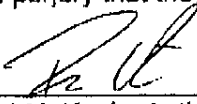
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ARTICLE XII - Effective Date

Pursuant to section 608.409(1), Florida Statutes, the effective date for the beginning existence of the limited liability company shall be January 1, 2010.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

1/7/10
Dated


Bret M. Kanis, Authorized Representative
of a Member

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

Beggs & Lane, a Registered Limited Liability
Partnership

1/7/10
Dated

By: 
Bret M. Kanis

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