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ACCOUNT NO. : 072100000032

REFERENCE : 600031 00349A

AUTHORIZATION : Patricia Pizik

COST LIMIT : 0 337.50

ORDER DATE : May 16, 1995

ORDER TIME : 2:33 PM

ORDER NO. : 600031

800001489428

CUSTOMER NO: 00349A

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON
DIETZ & GETZEN
1550 Ringling Boulevard

Sarasota, FL 34236

DOMESTIC FILING

NAME: VENSAR MIS PARTNERS, L.C.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN MAY 17 1995

RECEIVED
95 MAY 16 PM 3:19
DIVISION OF CORPORATION

FILED
95 MAY 16 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
VENSAR MIS PARTNERS, L.C.

FILED
95 MAY 16 AM 8 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribe to these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I.

The name of this limited liability company shall be VENSAR MIS PARTNERS, L.C.

ARTICLE II.

Said limited liability company is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to public bodies organized pursuant to Florida law engaged in the delivery of health care services to the public and other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the limited liability company shall inure to the benefit of, or be distributable to any individual or private persons except that the limited liability company 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 above. No substantial part of the activities of the limited liability company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the limited liability company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the limited liability company shall not carry on any of the 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III.

The date this limited liability company's existence shall begin shall be the date of the filing of these Articles of Organization. The company's existence shall be perpetual.

ARTICLE IV.

The initial members of this company shall be Venice Hospital, Inc. and the Community Health Corporation.

ARTICLE V.

The members of this company may admit additional members upon the unanimous consent of the then existing members.

ARTICLE VI.

This limited liability company shall be dissolved in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of this limited liability company, or the occurrence of any other event which terminates the membership of a member in this limited liability company unless all of the then remaining members vote in writing to continue the existence of the company.

ARTICLE VII.

The business of this limited liability company shall be conducted, carried on, and managed by a manager or managers acting pursuant to Chapter 608, Florida Statutes, and pursuant to the Regulations of this limited liability company, which Regulations shall serve as the operating agreement for this limited liability company pursuant to Chapter 608.422, Florida Statutes. The names and addresses of the initial managers, who shall serve until their successors are elected in accordance with the Regulations of the limited liability company, are:

Michael H. Covert
Community Health Corporation
1700 South Tamiami Trail
Sarasota, Florida 34239

Jack Norman
Venice Hospital, Inc.
540 The Rialto
Venice, Florida 34285

ARTICLE VIII.

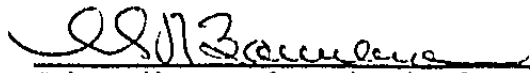
These Articles of Organization may be amended in the manner provided in the Regulations of the limited liability company.

ARTICLE IX.

The street address of the principal office for the conduct of business of the limited liability company shall be 1700 South

Tamiami Trail, Sarasota, Florida 34239. The mailing address of the principal office for the conduct of business of the limited liability company shall be 1700 South Tamiami Trail, Sarasota, Florida 34239. The members of the limited liability company may, from time to time, move the principal office to other addresses in Florida. The name and address of the registered agent for service of process on the limited liability company is: Robert W. Benjamin at Williams, Parker, Harrison, Dietz & Getzen, 1550 Ringling Boulevard, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 12th day of May, 1975.


Subscriber and Authorized Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent of VENSAR MIS PARTNERS, L.C. pursuant to the foregoing Articles of Organization.


Robert W. Benjamin

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF SARASOTA)

Charles E. Bauman being duly sworn, deposes and says that:

1. He is the subscriber of the Articles of Organization of VENSAR MIS PARTNERS, L.C., a Florida limited liability company (the "Company"), and is an authorized representative of a member of the Company.

2. Effective upon the organization of the Company upon its filing of its Articles of Organization, the Company will have at least two members.

3. Effective upon the organization of the Company upon the filing of its Articles of Organization, the amount of cash contributed by the members is \$100 and property with a value of \$1,179,534.

4. The Members anticipate that no additional amounts will be contributed by the members of the Company.

FURTHER, AFFIANT SAYETH NAUGHT.

Charles E. Bauman
Subscriber and Authorized Representative

SWORN TO AND SUBSCRIBED, before me this 11 day of May, 1995, by Charles E. Bauman who is personally known to me or who has produced _____ as identification and who did take an oath. If no type of identification is indicated, the above-named person is personally known to me.

Sharon A. Taddio
Signature of Notary Public

SHARON A. TADDIO
Print Name of Notary Public

(Notary Seal)

I am a Notary Public of the State of Florida and my commission expires on _____.

RWB-108689



SHARON A. TADDIO
MY COMMISSION # CG 187285 EXPIRES
March 13, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF SARASOTA)

Jack A. Norman, being duly sworn, deposes and says that:

1. He is the subscriber of the Articles of Organization of VENSAR MIS PARTNERS, L.C., a Florida limited liability company (the "Company"), and is an authorized representative of a member of the Company.

2. Effective upon the organization of the Company upon its filing of its Articles of Organization, the Company will have at least two members.

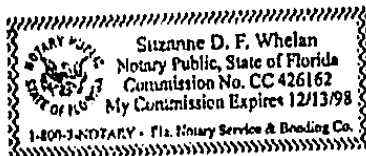
3. Effective upon the organization of the Company upon the filing of its Articles of Organization, the amount of cash contributed by the members is \$100 and property with a value of \$1,179,534.

4. The Members anticipate that no additional amounts will be contributed by the members of the Company.

FURTHER, AFFIANT SAYETH NAUGHT.

[Signature]
Subscriber and Authorized Representative

SWORN TO AND SUBSCRIBED before me this 12th day of May, 1995, by JACK A. NORMAN who is personally known to me ~~or who has produced~~ as identification and who did take an oath. If no type of identification is indicated, the above-named person is personally known to me.



(Notary Seal)

Suzanne D. F. Whelan
Signature of Notary Public
Suzanne D. F. Whelan
Print Name of Notary Public


I am a Notary Public of the State of Florida and my commission expires on 12/13/98.

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
D

96 APR 25 11 11 AM

MAILED
APR 25 1996

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|---|---------------------------|--|--|
| LIMITED LIABILITY COMPANY ANNUAL REPORT 1996 | |  FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS | |
| FILING FEE \$ 238.75 | | Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE | |
| 1. Name and Mailing Address of Limited Liability Company VENSAR MIS PARTNERS, L.C. 1700 SOUTH TAMiami TRAIL SARASOTA FL 34239 | | DOCUMENT #L95000000373 | |
| 1a. Principal Place of Business Address 1700 SOUTH TAMiami TRAIL SARASOTA FL 34239 | | | |
| 2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country | | 2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country | |
| 3. Date Organized or Qualified 05/16/1995 | | 3a. State of Formation FL | |
| 4. FEI Number | | <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable | |
| 5. Date of Last Report | | 5a. Certificate of Status Desired <input type="checkbox"/> Additional Fee Requested | |
| 7. Name and Address of Current Registered Agent RISNER, PAUL E VICE PRESIDENT LEGAL AFFAIRS SARASOTA MEMORIAL HOSPITAL 1700 SOUTH TAMiami TRAIL SARASOTA, FLORIDA 34239-3555 | | 8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code | |
| 9. Pursuant to the provisions of Sections 608.416 and 608.500, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent and accept the obligations. SIGNATURE <u><i>Paul E. Risner</i></u> DATE <u><i>4/18/96</i></u> <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when not stating)</small> | | | |
| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
| MGR | COVERT, MICHAEL H | 1700 S. TAMiami TRAIL | SARASOTA FL |
| MGR | NORMAN, JACK | 540 THE RIALTO | VENICE FL |
| | | | 400000180184-4 -04/30/96--01109--004 ***238.75 ***238.75 |
| 11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee, empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address. SIGNATURE: <u><i>Michael H. Covert</i></u> <u><i>2/8/96</i></u> <u><i>941-917-2498</i></u> <small>SIGNATURE AND TITLE OF OFFICER OR MANAGER OF SIGNING ENTITY (SEE INSTRUCTIONS FOR SIGNATURE)</small> Date Daytime Phone # | | | |