

# L97000001104



THE UNITED STATES  
CORPORATION  
COMPANY

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97 OCT -3 PM 4:39

ACCOUNT NO. : 072100000032

REFERENCE : 553667 4352702

AUTHORIZATION :

*Patricia Pizot*

COST LIMIT : \$ 337.50

ORDER DATE : October 3, 1997

ORDER TIME : 2:53 PM

ORDER NO. : 553667-005

CUSTOMER NO: 4352702

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CUSTOMER: Ms. Jennifer Lukas  
WILLIAMS PARKER HARRISON DIETZ  
& GETZEN  
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: LEESAR HEALTHTRUST PARTNERS,  
L.C.

EFFECTIVE DATE:

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: Andrew Cumper

EXAMINER'S INITIALS:

|                |            |
|----------------|------------|
| Name           | _____      |
| Availability   | <i>KWM</i> |
| Document       | _____      |
| Examiner       | KWM        |
| Manager        | KWM        |
| Verifier       | KWM        |
| Notarization   | KWM        |
| W. P. Verifier | KWM        |

RECEIVED  
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TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE

ARTICLES OF ORGANIZATION  
OF  
LEESAR HEALTHTRUST PARTNERS, L.C.

FILED  
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DIVISION OF CORPORATIONS

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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 LEESAR HEALTHTRUST PARTNERS, L.C.

ARTICLE II.

Said limited liability company is organized pursuant to the Interlocal Agreement dated January 26, 1996 between the Hospital Board of Directors of Lee County and the Sarasota County Public Hospital Board exclusively for charitable, religious, educational, and scientific purposes, including the development of cooperative programs to improve the quality and reduce the cost of healthcare services provided by Lee Memorial Health System and Sarasota Memorial Hospital through intergovernmental cooperation, the negotiation of shared services agreements and other arrangements on behalf of Lee Memorial Health System and Sarasota Memorial Hospital, the formulation of joint bids for regional managed care services, providing management services pursuant to shared services agreements between Lee Memorial Health System and Sarasota Memorial Hospital and agreements with other public and private healthcare providers and 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 the Hospital Board of Directors of Lee County, d/b/a Lee Memorial Health System, and the Sarasota County Public Hospital Board.

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:

Sarasota County Public Hospital Board  
1700 South Tamiami Trail  
Sarasota, Florida 34239  
Attention: Mr. Michael H. Covert

Hospital Board of Directors of Lee County  
2780 Cleveland Avenue  
Fort Myers, Florida 33901  
Attention: Lois C. Barrett

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, 200 South Orange Avenue, Sarasota, Florida 34236.

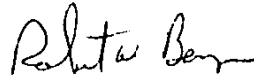
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 19th day of September, 1997.



Subscriber and Authorized Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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



Robert W. Benjamin

JLM-185717

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -3 PM 4:40

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -3 PM 4:40

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared  
Robert Strasser, who, upon first being duly sworn,  
certified as follows:

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

2. The Company has at least two members.

3. The total amount of cash contributed by the members is  
\$200.

4. If any, the agreed value of property other than cash  
contributed by members is \$ 0. A description of the property  
is attached and made a part hereto.

5. The total amount of cash or property anticipated to be  
contributed by members is \$ 200. This total includes amounts  
from 3 and 4 above.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the  
foregoing and the facts alleged are true, to the best of my  
knowledge and belief.



Signature of a member or authorized  
representative of a member

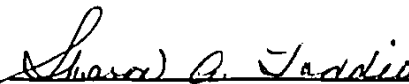
SWORN TO AND SUBSCRIBED before me this 19<sup>th</sup> day of September,  
1997 by Robert Strasser, who is personally known to me ~~or~~  
~~who has produced~~ as identification. If no  
type of identification is indicated, the above-named person is  
personally known to me.

(Notary Seal)



JLM-185717

Sharon A. Taddio  
MY COMMISSION # CC325423 EXPIRES  
March 13, 2000  
BONDED THROUGH TROY FARM INSURANCE, INC.



Signature of Notary Public  
Sharon A. Taddio

Print Name of Notary Public  
I am a Notary Public of the  
State of Florida, and my  
commission expires on 3-13-00.

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, 200 South Orange Avenue, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 19th day of September, 1997.

James C. Warrick  
Subscriber and Authorized Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

Robert W. Benjamin  
Robert W. Benjamin

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Lois C. Barrett, who, upon first being duly sworn, certified as follows:

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

2. The Company has at least two members.

3. The total amount of cash contributed by the members is \$200.

4. If any, the agreed value of property other than cash contributed by members is \$0. A description of the property is attached and made a part hereto.

5. The total amount of cash or property anticipated to be contributed by members is \$200. This total includes amounts from 3 and 4 above.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

Lois C. Barrett  
Signature of a member or authorized representative of a member

SWORN TO AND SUBSCRIBED before me this 19th day of September, 1997 by Lois C. Barrett, who is personally known to me or who has produced \_\_\_\_\_ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)



Sharon A. Taddio  
MY COMMISSION # 00225423 EXPIRES  
March 13, 2000  
BONDED THIRD TRUST FARM INSURANCE, INC.

Sharon A. Taddio  
Signature of Notary Public  
Sharon A. Taddio  
Print Name of Notary Public  
I am a Notary Public of the  
State of Florida, and my  
commission expires on 3-13-00.