



BAPTIST/ST. VINCENT'S  
HEALTH SYSTEM

*No 000000000010*

December 9, 1999

FILED  
99 DEC 23 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200003079062--8  
-12/23/99-01036-007  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: The Association of Florida Children's Hospitals, Inc.

To Whom It May Concern:

Enclosed is the original and one photocopy of the executed Articles of Incorporation for the above-referenced corporation, along with our check in the amount of \$122.50 in payment of the filing fees associated with this request. Please forward the certified copy of the Articles of Incorporation to my attention at the address referenced below.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,

*Haley A. Watkins*

Haley A. Watkins  
Paralegal

/hw  
Enclosures

P:\WPDOCS\MEMOS\SEC-ST.LTR

Baptist/St. Vincent's Health System, Inc.: 1325 San Marco Blvd., Suite 902, Jacksonville, Florida 32207  
Telephone: (904) 202-5118 - Facsimile: (904) 202-1375

D. BROWN JAN - 3 2000

**ARTICLES OF INCORPORATION  
OF  
THE ASSOCIATION OF FLORIDA CHILDREN'S HOSPITALS, INC.**

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The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this Corporation shall be "The Association of Florida Children's Hospitals, Inc."

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this Corporation shall be 800 Prudential Drive, Jacksonville, Florida 32207.

**ARTICLE III - PURPOSES**

The specific purposes for which this Corporation is organized are:

- (a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;
- (b) To operate without regard to race, age, sex or national origin;
- (c) To unite children's hospitals in the State of Florida into a representative organization that will function to enhance and improve children's healthcare through collaborative efforts in patient care and services, education and research;
- (d) To cooperate with other organizations of similar purpose, and the healthcare profession at large;
- (e) To serve in child advocacy;
- (f) To carry out its functions such that no substantial part of this Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation 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; and
- (g) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

#### **ARTICLE IV-QUALIFICATIONS OF MEMBERS AND THE MANNER OF THEIR ADMISSION**

The members of this organization shall be children's hospitals that:

- (a) Provide a full spectrum of pediatric and pediatric subspecialty care;
- (b) Accept all children for care regardless of the ability of the parent, guardian or care giver to pay;
- (c) Possess an administrative and nursing staff exclusively dedicated to the children's hospital;
- (d) Possess a physical, separate distinctive part of a general medical hospital center or be free standing;
- (e) Are governed by an appropriate board of directors; and
- (f) Are approved by the Joint Commission on Accreditation of Hospitals.

#### **ARTICLE V-INITIAL MEMBER HOSPITALS**

The names and addresses of the initial hospitals subscribing to these articles of incorporation are:

- (a) All Children's Hospital  
801 Sixth Street, South  
St. Petersburg, Florida 33701
- (b) Arnold Palmer Hospital for Children and Women  
1414 Kuhl Avenue  
Orlando, Florida 32806
- (c) Jackson Memorial Children's Hospital  
1611 N.W. 12th Avenue  
Miami, Florida 33136-1094
- (d) Joe Dimaggio Children's Hospital  
3501 Johnson Street  
Hollywood, Florida 33021
- (e) Lee Memorial Children's Hospital  
9981 Health Park Circle  
Ft. Myers, Florida 33908

- (f) Miami Children's Hospital  
3100 S.W. 62nd Avenue  
Miami, Florida 33155-3009
- (g) Children's Hospital at Sacred Heart Hospital  
5151 North 9th Avenue  
Pensacola, Florida 32504
- (h) Tampa Children's Hospital at St. Joseph's  
3001 W. Dr. Martin Luther King, Jr. Blvd.  
Tampa, Florida 33607-6387
- (i) Shand's Children's Hospital at the University of Florida  
1600 S.W. Archer Road, Box 100336  
Gainesville, Florida 32610
- (j) Wolfson Children's Hospital  
800 Prudential Drive  
Jacksonville, Florida 32207

#### **ARTICLE VI-OFFICERS**

The business of this Corporation is to be managed by a President, Vice President and Secretary/Treasurer. The office of secretary and treasurer may be held by the same person, and those who manage the business of this Corporation shall be elected at an annual meeting of this Corporation and shall serve for a period of two (2) years. The officers who shall serve for the initial two (2) year term are:

- |     |                                |                     |
|-----|--------------------------------|---------------------|
| (a) | Albert H. Wilkinson, Jr., M.D. | President           |
| (b) | R. Rodney Howell, M.D.         | Vice President      |
| (c) | Michael D. Aubin               | Secretary/Treasurer |

#### **ARTICLE VII-DIRECTORS**

The Board of Directors shall consist of not less than three (3) and not more than five (5) members or such other number as hereafter required by Section 617.0803, Florida Statutes, or any subsequent statute regarding the number of directors of a not for profit corporation. The initial members of the Board of Directors shall be elected by the members to serve for two (2) years and subsequent elections of directors shall be as stated in the Bylaws of this Corporation. The names of the initial Board of Directors are:

- (a) Albert H. Wilkinson, Jr., M.D.
- (b) R. Rodney Howell, M.D.
- (c) Michael D. Aubin
- (d) Douglas Barrett, M.D.
- (e) Michael Ellis

### **ARTICLE VIII - POWERS**

This Corporation shall have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

### **ARTICLE IX - DISSOLUTION ON LIQUIDATION**

In the event of dissolution of this Corporation or the winding up its affairs, or other liquidation of its assets, this Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of this Corporation's debts shall be conveyed or distributed at the direction of the then Directors of this Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

### **ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent are Larry J. Freeman, Wolfson Children's Hospital, 800 Prudential Drive, Jacksonville, Florida 32207.

### **ARTICLE XI - INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation are E. Lanier Drew, Associate General Counsel of Baptist/St. Vincent's Health System, Inc., 1325 San Marco Blvd., Suite 902, Jacksonville, Florida 32207

### **ARTICLE XII-BYLAWS**

The members of this Corporation shall make and adopt bylaws for this Corporation, and said members, by a two-thirds ( $\frac{2}{3}$ ) vote, either in person or by proxy, shall have power to alter, amend and rescind such bylaws or to adopt new bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of December, 1999.

  
\_\_\_\_\_  
E. Lanier Drew, Incorporator

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, The Association of Florida Children's Hospitals, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of this Corporation is "The Association of Florida Children's Hospitals, Inc."
2. The name and address of the registered agent and office are Larry J. Freeman, Wolfson Children's Hospital, 800 Prudential Drive, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, LARRY J. FREEMAN HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. LARRY J. FREEMAN FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND LARRY J. FREEMAN IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

  
Larry J. Freeman

Date: 12/17/99

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