



N00000002565

ACCOUNT NO. : 072100000032

REFERENCE : 989560 7132640

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 87.50

ORDER DATE : October 8, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 989560-005

CUSTOMER NO: 7132640

CUSTOMER: Amy Lewis Bergen, Esq
BUCHANAN INGERSOLL, P.C.
BUCHANAN INGERSOLL, P.C.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

700002659057--3

DOMESTIC FILING

NAME: WEST COAST MEDICAL GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 1:12

DIVISION OF CORPORATION

98 OCT -8 AM 11:24

RECEIVED

RV

WCS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 19, 2000

JAMES J KENNEDY III
401 E JACKSON STREET SUITE 2500
TAMPA, FL 33602

SUBJECT: WEST COAST MEDICAL GROUP, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P98000086760) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N00000002565 with the original file date of October 8, 1998.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
RoseAnn Varnadore
Corporate Specialist Supervisor
New Filings Section

Letter number: 900A00021363



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
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October 8, 1998

CSC NETWORKS

SUBJECT: WEST COAST MEDICAL GROUP, INC.
Ref. Number: W98000022954

RESUBMIT

Please give original
submission date as file date.

We have received your document for WEST COAST MEDICAL GROUP, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 698A00050169

RECEIVED
98 OCT -9 AM 11:22
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
WEST COAST MEDICAL GROUP, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 1:12

The undersigned incorporator to these Articles of Incorporation hereby of corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of the Corporation is: West Coast Medical Group, Inc., (the "Corporation")
The principle and mailing address is 1395 South Pinellas Avenue, Tarpon Springs, Florida 34689.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing Articles of Incorporation by the office of the Florida Department of State. The Corporation have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated to address the needs of the surrounding community for quality, primary health care services. The promotion of the health of the residents of the community is the charitable purpose for which this corporation is organized.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law) (hereinafter, the "Code") (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

ARTICLE IV
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 401 East Jackson Street, Suite 2500, Tampa, Florida 33602 and the name of its initial registered agent a address is James J. Kennedy, III.

ARTICLE V
Directors

The Corporation shall have three (3) director(s) initially. The number of directors may be increased or decreased from time to time as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors. The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Joseph N. Kiefer	1395 South Pinellas Avenue Tarpon Springs, Florida 34689
David J. O'Neil	1395 South Pinellas Avenue Tarpon Springs, Florida 34689
Lester H. Garner	1395 South Pinellas Avenue Tarpon Springs, Florida 34689

ARTICLE VI
Members

The sole member of the Corporation shall be the Tarpon Springs Hospital Foundation Inc.

ARTICLE VII
Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
James J. Kennedy, III	C/O Buchanan Ingersoll, P.C. 401 E. Jackson Street, Suite 2500 Tampa, Florida 33602

ARTICLE VIII

Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X


Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided by Florida law. In the event of a dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; and

(b) The remaining assets shall be distributed to the Tarpon Springs Hospital Foundation, Inc. If this entity is no longer in existence, then assets shall be distributed to one or more organizations that are then recognized as Section 501(c)(3) recognized tax-exempt entities and that are organized exclusively to promote access to and provision of quality health care in the community, or for related purposes, as the board of directors may determine. Any such assets not so disposed of by the board of directors shall be disposed of under the jurisdiction of the Circuit Court of Pinellas County, Florida, and shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as determined in accordance with law and in the manner set forth above in this Article X. Under no circumstances shall any of the assets of the Corporation, upon dissolution, be distributed to any private individual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of September, 1998.


James J. Kennedy, III, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 30th day of September, 1998.


James J. Kennedy, III, Registered Agent

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