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CIVIL TRIAL LAWYER

June 7, 2000

MARY LAGNADO, CLA  
ELIANA PUTNEY  
PARALEGALS

Division of Corporation  
Not-for-Profit Department  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
2000 JUN 15 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Intracoastal Practice Services, Inc.

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-06/15/00--01003--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find a Petition for Conversion of Intracoastal Practice Services from a Florida Business Corporation to a Florida Not-for-Profit Corporation with attached Articles of Incorporation as well as an Order Granting Petition for Conversion signed by Judge LaBarga.

Please file these papers accordingly and return the extra copy of the order with your filed date affixed to it for our records. A self-addressed postage prepaid envelope is enclosed for your convenience.

Very truly yours,

  
J. MICHAEL BURMAN

/ep  
Enclosures

ak 6/15

IN THE CIRCUIT COURT OF THE FIFTEENTH  
JUDICIAL CIRCUIT IN AND FOR PALM BEACH  
COUNTY, FLORIDA

CASE NO: CL00-3102 AB

IN RE: THE MATTER OF

INTRACOASTAL PRACTICE SERVICES, INC.  
\_\_\_\_\_ /

**ORDER GRANTING PETITION FOR CONVERSION OF**  
**INTRACOASTAL PRACTICE SERVICES, INC. FROM A**  
**FLORIDA BUSINESS CORPORATION TO**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

THIS CAUSE came on to be heard before the Court upon the Petition of Intracoastal Practice Services, Inc. from conversion from a Florida Business Corporation to a Florida Not-For-Profit Corporation. The Court having reviewed said Petition and further having reviewed the proposed Articles of Incorporation of Intracoastal Practice Services, Inc., which are appended hereto as Exhibit "A", and being otherwise fully advised in the premises, it is thereupon

ORDERED AND ADJUDGED as follows:

1. The Petition of Intracoastal Practice Services, Inc. for conversion from a Florida Business Corporation to a Florida Not-For-Profit Corporation be and the same is hereby granted pursuant to F.S. 617.1807.

2. The Court hereby finds that the Articles of Incorporation appended hereto and made a part hereof as Exhibit "A" are in proper form and said Articles be and the same are hereby approved.

3. All of the property of Intracoastal Practice Services, Inc., a Florida Business

In Re: Intracoastal Practice Services  
Case No: 00-3102 AB

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Corporation, shall become the property of Intracoastal Practice Services, Inc., a Not-For-Profit Corporation and shall be subject to all indebtedness and liabilities of the predecessor Corporation.

DONE AND ORDERED this \_\_\_\_ day of June, 2000.

**SIGNED AND DATED**

JUN 07 2000

~~Judge Jorge Labarga~~  
JUDGE JORGE LABARGA  
CIRCUIT COURT JUDGE

cc: J. MICHAEL BURMAN, ESQ., BURMAN, CRITTON & LUTTIER, 712 U.S. Highway  
One, Suite 300, North Palm Beach, FL 33408

IN THE CIRCUIT COURT OF THE COUNTY OF PALM BEACH, FLORIDA

IN THE MATTER OF:

CL 00-3102 AB

Intracoastal Practice Services, Inc.

File Number: \_\_\_\_\_

PETITION FOR CONVERSION OF INTRACOASTAL PRACTICE SERVICES, INC.  
FROM A FLORIDA BUSINESS CORPORATION TO A FLORIDA  
NOT-FOR-PROFIT CORPORATION

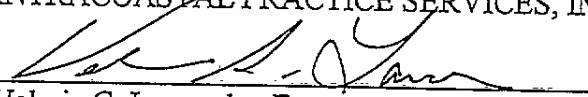
The Petitioner, Intracoastal Practice Services, Inc., (the "Corporation") by and through its authorized officer, Valerie G. Larcombe, Esq., respectfully represents to the Court as follows:

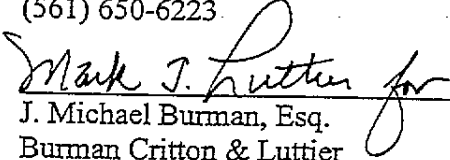
1. The Corporation is a Florida business corporation, with its primary place of business at 1300 N. Flagler Drive, West Palm Beach, Florida 33401, in the County of Palm Beach, Florida.
2. Intracoastal Practice Services, Inc., (the "Corporation") filed Articles of Incorporation with the State of Florida, Department of State (the "State"), on June 30, 1995 (the "Incorporation Date").
3. At the time of incorporation, the Incorporators of the Corporation intended that the Corporation be incorporated under the laws of the State as a not-for-profit corporation, under Chapter 617 of the Florida Statutes (the "Florida Nonprofit Act").
4. The Corporation was registered by the State as a Florida Business Corporation (i.e., a for-profit corporation).
5. The Corporation in error believed that it had incorporated as a not-for-profit corporation, and believed in error that the Corporation continued in existence as a not-for-profit corporation since the Incorporation Date.
6. The Corporation, since the Incorporation Date, has operated, and continues to operate, consistent with the operations of a corporation described in the Florida Nonprofit Act.
7. Consistent with the Corporation's original intention to incorporate under the laws of the State as a not-for-profit corporation, the Corporation filed Articles of Incorporation with the State, which provide that the Corporation "shall have and exercise all rights and powers in furtherance of its mission and purposes as are now or hereafter may be conferred on not-for-profit corporations under the laws of the State of Florida."

8. The Corporation now desires that its corporate status reflect both its past and present operation consistent with the operation of a not-for-profit corporation, and its original intention to incorporate under the Florida Nonprofit Act as a not-for-profit corporation.
9. The Corporation's desire to incorporate under the laws of the State as a not-for-profit corporation is embodied in the attached written consent of the sole shareholder of the Corporation, which authorizes a change in corporate nature of the Corporation from that of a business corporation to that of a not-for-profit corporation, and directs its authorized agent, Valerie G. Larcombe, Esq., to file this Petition before this Court (the "Shareholder Consent").
10. Accompanying the Shareholder Consent is a statement by the Corporation's sole shareholder, indicating the agreement of the Corporation, should this Court permit the Corporation to convert to a not-for-profit corporation, to accept all property of the Corporation, and to assume all indebtedness and liabilities of the Corporation.
11. Pursuant to Florida Statutes 617.1806, the Corporation submits proposed Articles of Incorporation signed by the president and secretary of the Corporation which set forth the provisions required in original articles of incorporation of not-for-profit corporations.
12. This Court has jurisdiction to entertain this Petition pursuant to Section 617.1805 of the Florida Statutes.

WHEREFORE, the Petitioner prays that this Court may allow it to convert its current status as a Florida business corporation to a not-or-profit corporation, pursuant to the procedures for conversion as set forth in Florida Statutes 617.1806.

INTRACOASTAL PRACTICE SERVICES, INC.

  
Valerie G. Larcombe, Esq.  
Intracoastal Practice Services, Inc.  
1309 N. Flagler Drive  
West Palm Beach, FL 33401  
(561) 650-6223

  
J. Michael Burman, Esq.  
Burman Critton & Luttier  
Counsel for the Petitioner  
712 U.S. One, Suite 300  
North Palm Beach, FL 33408  
(561) 842-2820

FILED

2300 JUN 15 PM 3:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A**

**ARTICLES OF INCORPORATION  
OF  
INTRACOASTAL PRACTICE SERVICES, INC.**

**ARTICLE I – NAME**

The name of this corporation shall be Intracoastal Practice Services, Inc. (the “Corporation”).

**ARTICLE II – NATURE OF CORPORATION**

The Corporation shall be a corporation incorporated under the Florida Not-For-Profit Corporations Act, Chapter 617 of the Florida Statutes.

**ARTICLE III – PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at the following address:

1309 North Flagler Drive  
West Palm Beach, Florida 33401

The mailing address of the Corporation is as follows:

1309 North Flagler Drive  
West Palm Beach, Florida 33401

**ARTICLE IV – PURPOSE AND POWERS**

The purpose of the of the Corporation shall be to operate as a not-for-profit corporation as defined under Chapter 617 of the Florida Statutes. The Corporation's purposes and powers shall be more specifically described as follows:

To provide support services, primarily but not exclusively through the provision of personnel and management services, to physician practices, other health care provider

and integrated health care delivery systems affiliated with Intracoastal Health Systems, Inc. and its affiliates through ownership, contract or otherwise.

To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purpose.

Except as may be limited by these Articles of Incorporation or the Corporation's Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its mission and purposes as are now or hereafter may be conferred on not-for-profit corporations under the laws of the State of Florida.

#### **ARTICLE V – DURATION**

The Corporation shall have perpetual existence.

#### **ARTICLE VI – TRUSTEES**

The business and affairs of this Corporation shall be managed by a Board of Trustees, whose members are referred to herein as Trustees. The Trustees shall be elected, removed and hold office pursuant to the procedures set forth in the Corporation's Bylaws. The number of the Trustees may be increased from time to time by the resolution of the majority of the Board of Trustees; provided, however, that the Board of Trustees consists of not fewer than three (3) Trustees and not more than nine (9) Trustees and no decrease in the number of Trustees shall have the effect of shortening the terms of an incumbent Trustee

## **ARTICLE VII – MEMBERSHIP**

The sole member of the Corporation shall be: Intracoastal Health Corporation, a Florida not-for-profit corporation. The member shall be automatically admitted to membership upon filing of these Articles of Incorporation.

## **ARTICLE VIII – DISSOLUTION**

Upon the dissolution of the Corporation, after making provision for payment for all the Corporation's debts, liabilities and obligations, all of its assets shall be distributed to Intracoastal Health Corporation.

## **ARTICLE IX – CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Facilities as promulgated by the United States Conference of Catholic Bishops, and in accord with the Mission and Indemnity Statement the Corporation as adopted by its member in accordance with the Bylaws, as well as the Articles of Incorporation and the Bylaws of the Corporation.

## **ARTICLES X – INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office of the Corporation is:

Valerie Larcombe, Esq.  
1309 North Flagler Drive  
West Palm Beach, Florida 33401



## ARTICLE XI – INCORPORATORS

The name and address of the Incorporator of the corporation are:

Valerie Larcombe, Secretary

1309 North Flagler Drive  
West Palm Beach, Florida 33401

## ARTICLES XII – BYLAWS

The power to adopt, amend or repeal Bylaws for the Corporation shall be vested only in the Corporation's Board of Trustees and member as set forth in the Bylaw of the Corporation.

## ARTICLES XIII – INDEMNIFICATION

A. The Corporation hereby indemnifies any member, officer or trustee made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of member, director, trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement,

conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgment in its favor by reason of such person being or having been a member, trustee or officer of the Corporation, or by reason of such person serving or having served at the request of the Corporation as a member, director, officer, trustee, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

B. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a member, Trustee or officer seeks indemnification were properly incurred and that such member, trustee or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were

not parties to such action, suit, or proceeding, such determination shall be made by independent legal counsel in a written opinion.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Trustees that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

#### **ARTICLES XIV – AMENDMENTS**

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Corporation's Board of Trustees and member as set forth in the Bylaws of the Corporation.


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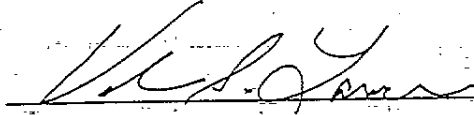
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of

Incorporation this \_\_\_\_ day of \_\_\_\_, 2000.



Phillip C. Dutcher, President



Valerie G. Larcombe, Esq., Secretary

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
SATED CORPORATOIN, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN  
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OR HER  
DUTIES.

Date this 16 day of MARCH, 2000.



Valerie G. Larcombe,  
Registered Agent

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