

Jul-19-2000

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From STRAWN MONAGHAN & COHEN

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FLORIDA NON-PROFIT CORPORATION

Pinecrest Medical Staff Fund, Inc.

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ARTICLES OF INCORPORATION
OF
PINECREST MEDICAL STAFF FUND, INC.

A Florida Not For Profit Corporation

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TALLAHASSEE, FLORIDA

Pursuant to Chapter 617 of the Florida Statutes, the undersigned Incorporator of PINECREST MEDICAL STAFF FUND, INC., adopts the following Articles of Incorporation of said Corporation:

ARTICLE I.

Name

The name of the Corporation shall be: PINECREST MEDICAL STAFF FUND, INC.

ARTICLE II.

Purpose

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes.

Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation is to contribute such of the medical staff fees collected by the Corporation from its Members and members of the Medical Staff of Pinecrest Rehabilitation Hospital, to such persons and/or entities as is consistent with the purposes of the Corporation, together with such educational instruction and related business activities as, in the opinion of the Board of Directors, may be necessary.

The Corporation is also empowered to engage in any or all lawful activities for which corporations may be organized under the Florida Not-for-Profit Corporation Act and which the Members or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, may deem to be in the best interests of the Corporation, and to do all other things deemed by the Members or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, to be necessary or desirable in connection with any of the Corporation's businesses.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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ARTICLE III.

Powers

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE IV.

Members

The Corporation shall have members (the "Members"). The Corporation may be divided into such classes of Members as may be provided in the Bylaws of the Corporation. The designation of Members, the qualifications and rights of Members, and the conferring, limiting or denying of a Member's right to vote shall be as provided in the Bylaws of the Corporation.

ARTICLE V.

Term

The term of the Corporation shall be perpetual.

ARTICLE VI.

Incorporator

The name and address of the Incorporator of the Corporation and subscriber to these Articles of Incorporation is as follows:

Name

Address

Scott A. Berger, M.D.

4800 Linton Boulevard
Building B
Delray Beach, FL 33445

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ARTICLE VII.

Board of Directors

7.1 Number

The affairs of the Corporation are to be managed by a Board of Directors. The number of Directors may be increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than three (3).

7.2 Composition, Election and Tenure.

The Directors of the Corporation shall be the Medical Executive Committee of Pinecrest Rehabilitation Hospital, as such may exist from time to time.

7.3 Powers.

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

ARTICLE VIII.

Bylaws

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors of this Corporation. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed, pursuant to the terms of the Bylaws.

ARTICLE IX.

Amendments

Amendments to these Articles of Incorporation may be made pursuant to the terms of the Bylaws. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.

ARTICLE X

Principal Office Mailing Address of Corporation

The principal office and mailing address of this Corporation is:

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c/o Pinecrest Hospital Medical Staff Office
5360 Linton Boulevard
Delray Beach, FL 33484

Article XI - Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed, in good faith within the scope of his/her duties on behalf of the Corporation.

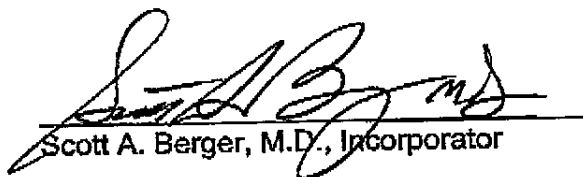
ARTICLE XII.

Initial Registered
Office and Agent

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Jeffrey L. Cohen, Esq.
54 N.E. Fourth Avenue
Delray Beach, FL 33483

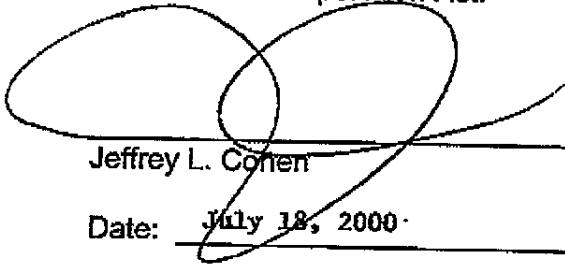
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of JULY, 2000.


Scott A. Berger, M.D., Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article XI. of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.



Jeffrey L. Cohen

Date: July 18, 2000

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July 7, 2000

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