

ADVENTIST
HEALTH SYSTEM

N000005419

August 7, 2000

300003349613--1
-08/08/00--01079--012
*****70.00 *****70.00

FEDERAL EXPRESS

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

300003349613--1
-08/08/00--01079--013
*****52.50 *****8.75

RE: Adventist Acquisition Corporation

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for Adventist Acquisition Corporation together with the appropriate filing fee. We would appreciate your placing this document of record and returning to our attention certified copy of the recorded Articles of Incorporation. We have also enclosed the fee for obtaining the requested certified copy.

FILED
00 AUG 18 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If at all possible, we would appreciate your returning to us the recorded document in the enclosed Federal Express package. An airbill has been supplied for this purpose.

Sincerely,

T. L. Trimble

T. L. Trimble
Vice President, Legal Services

TT:tl
Enclosures

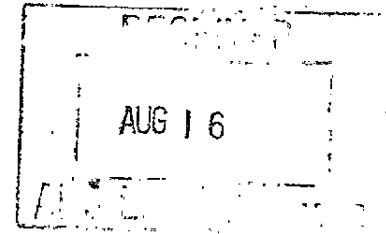
cc: Sandra K. Johnson
i:\legal\mhs\ss080700.doc

W 20012
P.O. - 634
R.A. can - 61



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 15, 2000



T.L. TRIMBLE
% ADVENTIST HEALTH SYSTEM
111 NORTH ORLANDO AVENUE
WINTER PARK, FL 32789-3675

SUBJECT: ADVENTIST ACQUISITION CORPORATION
Ref. Number: W00000020012

We have received your document for ADVENTIST ACQUISITION CORPORATION. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 300A00043726

ADVENTIST
HEALTH SYSTEM

Federal Express

August 17, 2000

Loria Poole, Corporate Specialist
FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

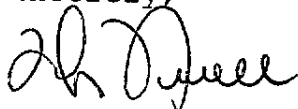
***RE: Adventist Acquisition Corporation
Letter Number 300A00043726***

Dear Ms. Poole:

Please find enclosed an original and one copy of the Articles of Incorporation which have been revised in accordance with the content of your letter.

We would appreciate a certified copy of the document being returned to us. A Federal Express airbill is being enclosed for this purpose.

Sincerely,



T. L. Trimble
Vice President, Legal Services

TLT/jlf
Enclosures

i:\legal\mhs\lp081700.doc

**ARTICLES OF INCORPORATION
of
ADVENTIST ACQUISITION CORPORATION**

**ARTICLE I
Corporate Name**

The name of this corporation is Adventist Acquisition Corporation.

**ARTICLE II
Corporate Nature**

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act.

**ARTICLE III
Duration**

The term of existence of the corporation shall commence on August 8, 2000, and shall continue thereafter in perpetuity.

**ARTICLE IV
General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

SECTION 4.1 The specific and primary purpose is to further by all proper and legitimate agencies and means a better knowledge of the laws of life and true hygiene, the relief of suffering, and the prevention and cure of disease, in furtherance of the health ministry of the Seventh-day Adventist Church. This corporation is an integral part of the system of medical and educational organizations operated throughout the world by the Seventh-day Adventist Church and shall always operate its total activity consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church. The purpose of this corporation is purely charitable, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall

FILED
00 AUG 18 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ever be used for carrying into effect its primary purpose.

SECTION 4.2 The general purposes and powers are:

- a. To establish, own, lease, manage and operate medical institutions, health maintenance organizations, fitness centers, nursing homes, retirement homes, professional office buildings, preferred provider organizations, diagnostic centers, ambulatory surgical centers, home health agencies, and other enterprises related to the providing of health care;
- b. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise, and to sell and convert property, both real and personal, into cash;
- c. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate or encumber, and to deal in shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership;
- d. To purchase or acquire, own, hold, use, lease (either as Lessor or Lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate or encumber real and personal property;
- e. To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;
- f. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit of amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision;

- g. To use the assets of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any of the purposes for which this corporation is formed and, without limiting the generality of the foregoing, for aid and assistance to and the benefit of Adventist Health System Sunbelt Health Care Corporation, a Florida not-for-profit corporation, so long as such corporation remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;
- h. To do all things necessary, expedient or appropriate to the accomplishment of any of the objectives and purposes for which this corporation is formed; and
- i. To operate exclusively and in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws, governing the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

Notwithstanding any of the above statements, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Section 4.1 of this Article IV.

ARTICLE V

Management of Corporate Affairs

SECTION 5.1 Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors of not less than three (3) individuals. Each director shall have one (1) vote. Members of the Board of Directors shall

be elected by the membership of this corporation. All members of the Board of Directors shall be representatives from denominational constituencies, boards, or executive committees listed in the *Seventh-day Adventist Yearbook*.

Until the first organizational meeting of the Board of Directors, the following three individuals shall constitute the initial Board of Directors of Adventist Acquisition Corporation:

<u>Board Member</u>	<u>Address</u>
Thomas L. Werner	1154 Howell Creek Drive Winter Springs, FL 32708
Richard K. Reiner	1816 Lost Pine Lane Apopka, FL 32712
Terry D. Shaw	5062 Sail Wind Circle Orlando, FL 32810

SECTION 5.2 Officers. The membership shall elect the following officers of the Board of Directors: chairman, vice chairman, secretary, and the following corporate officers: president, vice president, secretary, and treasurer. The Board may appoint such other officers as the bylaws of this corporation may authorize from time to time. Initially, such officers shall be elected at the first annual meeting of the membership.

ARTICLE VI

Earnings and Activities of Corporation

SECTION 6.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in Article IV hereof.

- SECTION 6.2 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 in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- SECTION 6.3 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activity 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- SECTION 6.4 Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to private individuals, and it is organized solely for nonprofit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable purposes, and no part of the profits and net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to Adventist Health System Sunbelt Healthcare Corporation, a Florida not-for-profit corporation, provided that Adventist Health System Sunbelt Healthcare Corporation remains a corporation organized and operated exclusively for charitable purposes

and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in the event Adventist Health System Sunbelt Healthcare Corporation shall no longer be in existence or shall not meet the foregoing conditions, such assets shall be distributed to the Southern Union Conference of Seventh-day Adventists, which is organized and operated exclusively for charitable purposes and has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. In the event the Southern Union Conference of Seventh-day Adventists is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the corporation, the assets of the corporation will be turned over to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code.

ARTICLE VIII Membership

The corporation shall have one (1) class of members. Each member shall be entitled to one (1) vote. The member shall be identified in the Bylaws.

This corporation shall be a subordinate organization of Adventist Health System Sunbelt Healthcare Corporation.

ARTICLE IX Subscribers

The name and residence address of the subscriber of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Tamara L. Trimble	450 Golf Brook Lake, #206 Longwood, FL 32779

ARTICLE X Amendment of Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the corporation,

bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted by following the procedure set forth in the bylaws.

ARTICLE XI
Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII
Registered Agent and Office

The address of the corporation's registered office shall be 111 North Orlando Avenue, Winter Park, Florida 32789, and the name of its registered agent at said address shall be Tamara L. Trimble.

ARTICLE XIII
Corporation's Principal Office

The location of the corporation's principal office is 111 N. Orlando Avenue, Winter Park, FL 32789. The mailing address of the corporation is 111 N. Orlando Avenue, Winter Park, FL 32789.

ARTICLE XIV
Amendment of Articles of Incorporation

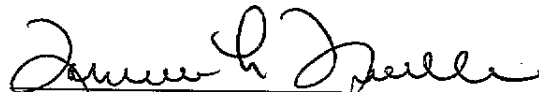
Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the membership for its vote.

I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed the Articles of Incorporation this 17th day of August, 2000



Tamara L. Trimble, Subscriber

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Tamara L. Trimble
Registered Agent

i:\legal\mhs\docs\articles_aac.doc
080700.081700

FILED
00 AUG 18 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA