

N00000008302



ACCOUNT NO. : 072100000032

REFERENCE : 929812 4312787

AUTHORIZATION :

COST LIMIT : \$ 96.25

ORDER DATE : December 13, 2000

ORDER TIME : 11:45 AM

ORDER NO. : 929812-005

500003500255-4

CUSTOMER NO: 4312787

CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And Evans,
P.a.
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC FILING

NAME: HOMESTEAD HOSPITAL INDIGENT
CARE FOUNDATION, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ** 3 ** CERTIFIED COPIES
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

2553-611
W00-29273

12/15/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 13 PM 1:14

DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
12 13 2000 11 45 AM



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 13 PM 1:14

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 13, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: HOMESTEAD HOSPITAL INDIGENT CARE FOUNDATION, INC.
Ref. Number: W00000029273

We have received your document for HOMESTEAD HOSPITAL INDIGENT CARE FOUNDATION, INC. and the authorization to debit your account in the amount of \$96.25. However, the document has not been filed and is being returned for the following:

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 700A00062885

RECEIVED
00 DEC 15 AM 10:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 13 PM 1: 14

ARTICLES OF INCORPORATION
OF
HOMESTEAD HOSPITAL INDIGENT CARE FOUNDATION, INC.
A Corporation Not-For-Profit

We, the undersigned subscribers, do hereby associate ourselves together to form a Corporation Not-For-Profit pursuant to the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be:

Homestead Hospital Indigent Care Foundation, Inc., and it shall be located at 160 N.W. 13 Street, Homestead, Florida 33030.

ARTICLE II. PURPOSES

a) The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States.

b) The purposes of the Corporation are, and shall be, to fund the costs of providing for the indigent health care needs at Homestead Hospital, Inc., a not-for-profit Florida corporation, operating a community hospital in Homestead, Florida, and in connection therewith, to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real, personal or intangible properties, and to hold, invest, improve, operate, manage, lease, convey, dispose of by gift, sale, lease or otherwise, and transfer any and all of such properties in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally

all acts reasonably incident to such purposes and objectives, all for the use and benefit of the said Homestead Hospital, Inc.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of the United States (the "Code") or the corresponding provisions of any subsequently enacted provisions of the Code.

ARTICLE III. MEMBERSHIP

The membership of the Corporation shall consist of the Board of Directors of the corporation and their successors in office.

ARTICLE IV. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual unless and until the Corporation shall be dissolved in accordance with law.

ARTICLE V. BOARD OF DIRECTORS

a) The business of the Corporation shall be managed by a Board of Directors consisting of seven (7) Directors. The members of the Board of Directors, subsequent to the initial Board of Directors, shall be appointed in accordance with the Bylaws of the Corporation.

b) A quorum to conduct a meeting of the Board of Directors and for the transaction of any business shall consist of a majority of the members thereof. The powers of the Directors, terms of office and manner of selection shall be delineated in the Bylaws of the Corporation.

- c) The initial Board of Directors shall consist of the following Directors:

Wendell Beard	16903 S. W. 79 th Place Miami, Florida 33157
Maria Garza	28300 S.W. 152nd Street Miami, Florida 33033
Willie Carpenter	10965 S. W. 175 Street Miami, Florida 33157
Carl Hanson	23 Dilly Tree Park, Key Largo, Florida 33037
George Cadman	9768 S.W. 106 Terrace Miami, Florida 33176
Paul Soulé	9471 S. W. 97 th Street Miami, Florida 33176
Frederick Vihlen, MD	151 N. W. 11 th Street Homestead, Florida 33030

ARTICLE VI. OFFICERS

a) The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, a Chief Executive Officer, and such other officers as the Board of Directors may, from time to time, appoint.

- b) The initial officers of the Corporation shall consist of the following:

Wendell Beard	Chairperson
Maria Garza	Vice Chairperson
Carl Hanson	Secretary
Willie Carpenter	Treasurer
Robert G. Baal	Chief Executive Officer

ARTICLE VII. PROPERTY, FUNDS AND INCOME

No part of the revenues or assets of the Corporation shall inure to the benefit 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 herein set forth.

ARTICLE VIII. POLITICAL ACTIVITY

No 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 or in opposition to any candidate for public office.

ARTICLE IX. BY-LAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to by majority vote of the Board of Directors, with such action to be effective only upon ratification by majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc.

ARTICLE XI. DISSOLUTION

The Board of Directors of the Corporation, by majority vote of all of the Directors and upon written approval of the Board of Trustees of Baptist Health Systems of South Florida, Inc., may dissolve the Corporation.

ARTICLE XII. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, all of its assets and properties then on hand, if any, shall be distributed to Homestead Hospital, Inc., provided however, that should Homestead Hospital, Inc. be not then in existence, or in the event it does not then qualify as an exempt organization under Section 501(c)(3) of the Code as the same may be amended, the said assets and properties of the Corporation shall, at the direction of the Board of Trustees of Baptist Health Systems of South Florida, Inc., be distributed to a not-for-profit corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the director being or having been a Director of or an officer of the Corporation, or a trustee or director or officer of any other corporation which the Director serves as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by the Director at trial or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of the Director's duty to the Corporation.

The Corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his or her capacity as Director or as an officer of the Corporation, or in the capacity of a trustee, director or officer of any other Corporation which the Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including, but not limited

to, attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in 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 civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable ground for belief that such action was unlawful.

ARTICLE XIV - INCORPORATORS

We, the undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a not-for-profit corporation under the laws of the State of Florida, and do make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set our hands and seals at Miami, Florida, as of the 6th day of December, 2000:

INCORPORATOR

Wendell R. Beard
Wendell Beard

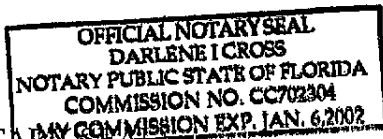
Address

16903 S.W. 79th Place,
Miami, Florida 33157

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Wendell Beard, to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this
6 day of December, 2000.

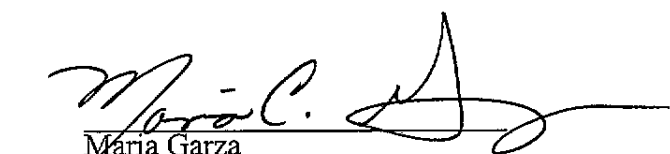


(NOTARY SEAL)

Darlene I. Cross
Notary Public, State of Florida

My Commission Expires:

INCORPORATOR



Maria Garza

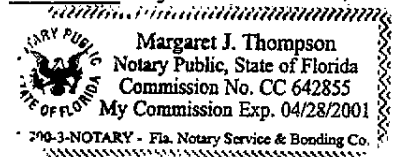
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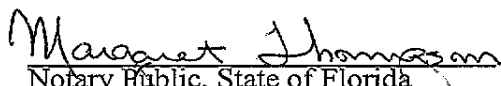
28300 S.W. 152nd Street,
Miami, Florida 33033

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Maria Garza, to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this
11 day of December, 2000.





Notary Public, State of Florida

(NOTARY SEAL)

My Commission Expires: 4/28/2001

INCORPORATOR



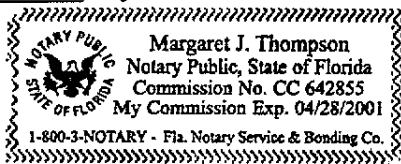
Willie Carpenter

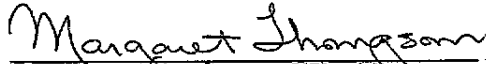
Address
10965 S.W. 175 Street,
Miami, Florida 33157

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Willie Carpenter, to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this
the _____ day of December, 2000.





Notary Public, State of Florida

(NOTARY SEAL)

My Commission Expires: 4/28/2001

INCORPORATOR



Carl Hanson

Address

23 Dilly Tree Park,
Key Largo, Florida 33037

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

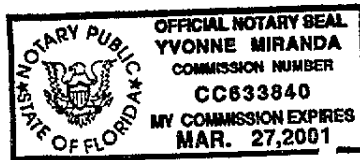
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Carl Hanson, to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

8th WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of December, 2000.

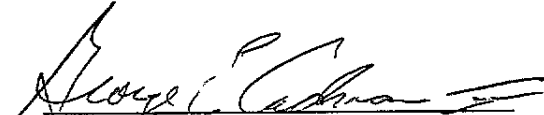

Notary Public, State of Florida

(NOTARY SEAL)

My Commission Expires:



INCORPORATOR


George Cadman

Address

9768 S.W. 106 Terrace,
Miami, Florida 33176

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

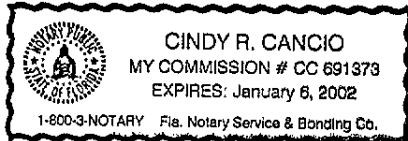
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, George Cadman, to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

10th WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of December, 2000.

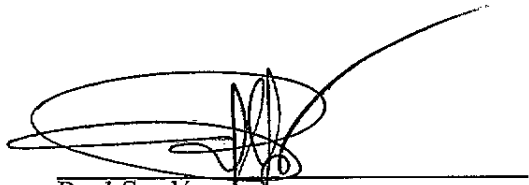

Notary Public, State of Florida

(NOTARY SEAL)

My Commission Expires:



INCORPORATOR



Paul Soulé

Address

9471 S.W. 97th Street,
Miami, Florida 33176

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Paul Soulé, to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

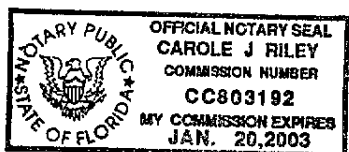
7th WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of December, 2000.




Notary Public, State of Florida

(NOTARY SEAL)

My Commission Expires:



INCORPORATOR


Frederick Vihlen, MD

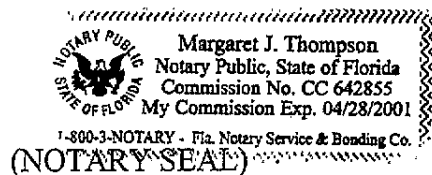
Address

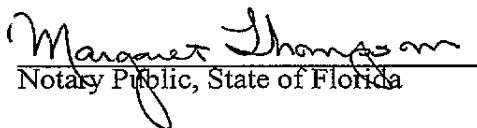
151 N.W. 11th Street,
Homestead, Florida 33030

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Frederick Vihlen, MD to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

 WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of December, 2000.




Notary Public, State of Florida

My Commission Expires: 4/28/2001

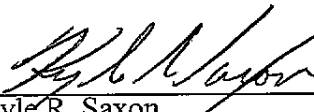
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Homestead Hospital Indigent Care Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida, has named Kyle R. Saxon, located at 169 E. Flagler Street, Suite 1700, Miami, Dade County, Florida 33131 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Kyle R. Saxon

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 13 PM 1:14