

NO2000003 933

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Gadsden Hospital, Inc

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

RECEIVED
MAY 22 PM 2:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

RECEIVED

02 MAY 22 PM 2:47

DIVISION OF CORPORATIONS

FROM: Howard McKinnon
Name (Printed or typed)

P.O. Box 1799

Address

Quincy, FL 32353

City, State & Zip

(850)875-8650

Daytime Telephone number

600005598416--9

-05/23/02--01002--001

*****87.50 *****87.50

NOTE: Please provide the original and one copy of the articles.

gk
5/22

Articles of Incorporation

Of

Gadsden Hospital, Inc.

(A Florida Not for Profit Corporation)

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be Gadsden Hospital, Inc.

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and the mailing address of the Corporation shall be 23186 Blue Star Highway, Quincy, Florida 32351.

ARTICLE III

Nonprofit Purpose

The Corporation is formed exclusively for purposes for which a corporation may be formed and may operate under the Florida Not For Profit Corporation Act and not for pecuniary profit or financial gain. No part of the assets, income, or profit of the corporation shall be distributable to, or inure to the benefit of,

Gadsden Hospital, Inc.
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its directors, officers, or members (if any), except to the extent permitted under said Act. The Corporation may pay compensation to its directors, officers, and members (if any) for services rendered to the Corporation, may confer benefits upon its members (if any) in conformity with its stated purposes, and, upon any dissolution or final liquidation, may make distributions to such members that it then has in the manner and to the extent permitted by said Act.

ARTICLE IV

Purposes

The Corporation is organized and shall be operated exclusively for charitable, scientific, medical and educational purposes, including, without limitation, the power to:

a. To operate and maintain a hospital and related medical facilities in Gadsden County, Florida.

b. To enhance and improve the general public health and welfare of the citizens and residents of Gadsden County, Florida;

c. To engage or cooperate in research, studies, investigations, and other scientific and educational activities and functions related to the operation of a hospital and related medical facilities; and

d. Exercise all rights and powers confirmed by the laws of the State of Florida upon not for profit corporations, including without limitation, the right to acquire by bequest, devise, gift,

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purchase, lease or otherwise, either absolutely or in trust, any property of any nature.

e. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

f. Notwithstanding any other provisions for these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

g. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed by the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

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ARTICLE V

Directors

The Board of Directors of the Corporation shall conduct the affairs of the Corporation and shall consist of five or more directors, the exact number to be fixed from time to time as set forth in, or in the manner prescribed by, these Articles of Incorporation or the Bylaws. They shall be appointed by the Gadsden County Board of County Commissioners. The initial Board of Directors are:

- 1) Mr. S. Craig McMillan of P.O. Box 1919, Quincy, FL 32353;
- 2) Dr. Jessie Furlow of 810 Selman Road, Quincy, FL 32351;
- 3) Mr. James Suber of 2535 Shady Rest Road, Havana, FL 32333;
- 4) Mr. Jerry Wynn of 21 West Marion St., Chattahoochee, FL 32324;
- 5) Mr. Darryl Marshall of 118 Deerwood Road, Quincy, FL 32352.

Until such time as any other Directors of the Corporation are elected, are qualified to serve, and assume office, the Board of Directors shall consist of all and only those persons who from time to time have been duly appointed.

ARTICLE VI

Staggered Terms

The Board of Directors shall be divided into three classes with the number of directors in each class being as nearly equal as possible; the term of office and those of the first class to expire

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possible; the term of office and those of the first class to expire at the annual meeting in 2004; the second class two years thereafter, and the third class one year thereafter. Directors shall be chosen for a full term of five years. Directors may serve consecutive terms. Any increase or decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. The initial designation of individual directors into particular classes shall be as set forth in the Bylaws.

ARTICLE VII

Appointment and Vacancies

In the event of any vacancy or vacancies on the Board of Directors, a successor(s) shall be appointed by a majority vote of the Board of County Commissioners. The director position designed for the Chief of the Medical Staff shall automatically and continuously be occupied by the physician who is Chief of the Medical Staff pursuant to the Medical Staff Bylaws.

ARTICLE VIII

Powers

The corporation shall have all powers of a not for profit Florida corporation that are enumerated, conferred, or granted, both expressly and by implication, by the Florida Not For Profit Corporation Act, as now in effect and as hereafter amended, or any

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successor thereto.

ARTICLE IX

Members

The Corporation shall have no members, until and unless any persons are permitted or authorized to be or become members by virtue of action of the Board of Directors in adopting Bylaws (or amendments to the Bylaws) that by their express terms permit or authorize any persons to be or become members of the Corporation. The terms, conditions, privileges and responsibilities of members, including specifically but without limitation any voting rights of members, shall be as expressly set forth in said Bylaws. If and at such time as the Bylaws so provide, the Corporation may have more than one class of members, all as set forth in the Bylaws. No members shall have any voting rights except as expressly conferred or created either by the Bylaws or by the provisions of the Florida Not For Profit Corporation Act.

ARTICLE X

Term

The term of this Corporation shall continue perpetually, unless and until it is dissolved in accordance with applicable law.

ARTICLE XI

Officers

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time appointed by the Board of Directors, including specifically but without limitation a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. More than one office may be held by a single person. S. Craig McMillan is designated as the Chairman and Darryl Marshall is designated as the Secretary. The Board of Directors may at any time remove any officer, with or without cause. See the Bylaws for procedure.

ARTICLE XII

Registered Office and Agent

The address of the Corporation's initial registered office is 23186 Blue Star Highway, Quincy, Florida 32351, and the name of its initial registered agent is Howard McKinnon, County Manager, P.O. Box 1799, 9B East Jefferson St. Quincy, FL 32353. The Corporation may at any time change its registered office, registered agent, or both of them through procedures established by applicable Florida law.

ARTICLE XIII

Indemnification

The Corporation shall indemnify each of its Directors, and may indemnify any or all of its officers, to the fullest extent permitted by applicable law. The Corporation may purchase and pay for insurance to cover all or any of its indemnification rights, responsibilities, costs, expenses, and losses.

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ARTICLE XV

Incorporator

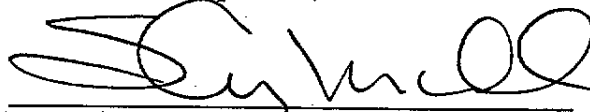
The name and address of the incorporator of this Corporation is Gadsden County Board of County Commissioners, 9B East Jefferson St. Quincy, FL, P.O. Box 1799, Quincy, FL 32353.

The foregoing instrument was adopted on May 22, 2002, at a meeting of all the Directors of the Corporation entitled to vote on it in accordance with Florida Statutes Section 617.0205.

The Corporation is a non-stock, non-member corporation as provided in its Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22 day of May, 2002.

Gadsden Hospital, Inc.


BY: Chairman

ATTEST:


Secretary

Gadsden Hospital, Inc.
Articles of Incorporation

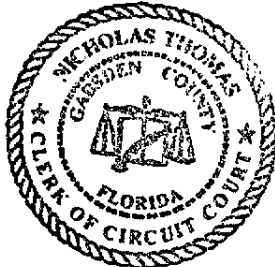
STATE OF FLORIDA,
COUNTY OF GADSDEN

The foregoing instrument was acknowledged before me on
May 22, 2002, by S. Craig McMillan and
Darryl Marshall, Chairman and Secretary, respectively, of Gadsden
Hospital, INC., a Florida not for profit corporation, on behalf of
the corporation who personally appeared before me at the time of
notarization and who did not take an oath and who:

☒ is/are personally know to me.

☐ produced current Florida driver's license (s) as
identification

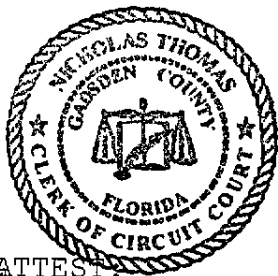
☐ produced _____ as identification



Nicholas Thomas
Signature of Notary/Clerk of Circuit Court
Gadsden County

Gadsden Hospital, Inc.
Articles of Incorporation

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of May, 2002.



ATTEST:

Bess McRae

Incorporator
Gadsden County Commission Chairman
9 East Jefferson St.
Quincy, FL 32351

Nicholas Thomas

Clerk of the Circuit Court

STATE OF FLORIDA,
COUNTY OF GADSDEN

The foregoing instrument was acknowledged before me on May 21, 2002, by Bess McRae and Nicholas Thomas, Chairman and Clerk, respectively, of the Gadsden County Board of County Commissioners who personally appeared before me at the time of notarization and who did not take an oath and who:

☒ is/are personally know to me.

☐ produced current Florida driver's license (s) as identification

☐ produced _____ as identification



Muriel Straughn
Signature of Notary

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Gadsden Hospital, Inc

2. The name and address of the registered agent and office is:

Howard L. McKinnon
(NAME)

23186 Blue Star Highway
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Quincy, Florida 32351
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-22-02 PM 3:02

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.

Howard McKinnon
(SIGNATURE)

5-22-02
(DATE)