

PAUL V. DeBIANCHI, P. A.
ATTORNEY AT LAW

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 10 PM 4:01

SUITE 602 NORTHERN TRUST PLAZA
2601 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

TELEPHONE: (954) 566-4944
FAX: (954) 566-4922

PAUL V. DeBIANCHI

June 5, 2002

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

300005727603--9
-06/10/02-01015-007
*****87.50 *****87.50

RE: Articles of Incorporation - St. Luke Society of South Florida, Inc.

Ladies and Gentlemen:

Enclosed is an original and duplicate copy of the Articles of Incorporation of this proposed corporation. The duplicate copy of the Articles of Incorporation has been subscribed and acknowledged by the subscribers in the same manner as the original.

Also enclosed please find check in the amount of \$87.50, made payable to the Department of State, to cover the following:

Filing Fee/Registered Agent Designation	\$70.00
Certified Copy fee	\$ 8.75
Certificate of Status fee	\$ 8.75

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to this office in the enclosed, self-addressed, stamped envelope.

Very truly yours,

PAUL V. DeBIANCHI, P.A.

Paul V. DeBianchi

Paul V. DeBianchi
For the Firm

PVD/rjd

Enclosure(s)
cc: Client

01065LUK.DEP - 265

Rebecca Delisle GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art I-Title
DATE 6-10-02
DOC. EXAM. fore

6-10
fore (11)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 10 PM 4: 01

**ARTICLES OF INCORPORATION
OF
ST. LUKE SOCIETY OF SOUTH FLORIDA, INC.
A Corporation Not-for-Profit**

THE UNDERSIGNED hereby associate themselves together for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, and certify as follows:

ARTICLE I

NAME:

1.1 The name of the corporation shall be **ST. LUKE SOCIETY OF SOUTH FLORIDA, INC.** (hereinafter the "Society") whose mailing address is 2601 E. Oakland Park Blvd., Suite 602, Ft. Lauderdale, Florida 33306.

ARTICLE II

PURPOSE:

2.1 **Mission.** The Mission of the Society is to provide a forum for spiritual discussion, and to offer guidance and support to our patients and fellow physicians.

2.2 **Philosophy.** Saint Luke, the patron saint of physicians, wrote the Gospel of Luke which emphasized ministering to the poor, opening God's kingdom to all, respecting life, and conveying God's mercy to everyone. Scripture describes him as both a "beloved" and "loyal" physician. We are physicians of all denominations, who are committed to the teachings of Christ, and as members of this Society, we pledge to:

- a) Advocate the "healthcare ministry" of Saint Luke for our patients,
- b) Sponsor an Annual Bioethics Forum based upon Judeo-Christian principles,
- c) Reach out to the healthcare needs of the poor,
- d) Treat all patients respectfully, regardless of religion or culture,
- e) Minister to each other, especially any colleagues in need,
- f) Celebrate an annual White Mass to honor the spirit of Saint Luke, and
- g) Seek the counsel and guidance of the Ordinary of the Archdiocese of Miami

2.3 The Corporation shall not issue shares of stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE III

POWERS:

3.1 The Corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Corporation shall have all of the powers reasonably necessary to implement the purposes of the Corporation.

3.3 A majority of the officers may authorize any officer or officers, agent or agents of the Society to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Society in accordance with the Bylaws.

3.4 All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by the President, or Vice President or some other person designated, and the Treasurer.

3.5 All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the officers may select.

3.6 The officers may accept on behalf of the Society any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Society.

ARTICLE IV

MEMBERS:

4.1 Classes of Members. There shall be four (4) classes of membership in the Society: (a) Active; (b) Honorary; (c) Student; and (d) Associate.

4.2 Qualifications:

(a) Active Members. Any member of the medical profession in good standing, who ~~is a Catholic~~ ^{espouses Judeo-Christian beliefs} and who is admitted to practice in any state, territory or possession of the United States or in any foreign country, interested in pursuing the objectives and purposes of the Society and agreeing to be bound by the Articles of Incorporation, By-Laws and Policies of the Society while a member may, upon application and payment of the annual dues, become an Active Member of the Society; provided, however, that the majority of officers, for a period of 30 days following the receipt of such application, shall have the right to refuse membership of any applicant for non-compliance with any of the above requirements.

(b) Honorary Members. Any persons interested in pursuing the objectives and purposes of the Society and agreeing to be bound by the Articles of Incorporation, By-Laws and Policies of the Society while a member may be elected by the Board of Directors as Honorary Members. Persons holding honorary membership shall have all of the rights, privileges, and responsibilities of active members, except those of voting and holding office.

GDO 5/28
KRM 5/22/02
SMD 5/22/02
JMC 5/22/02
VAN 5/22/02
C. Ant 5/22/02

(c) **Student Members.** Any students at any AMA accredited medical school interested in pursuing the objectives and purposes of the Society and agreeing to be bound by the Articles of Incorporation, By-Laws and Policies of the Society while a member may be Student Members

(d) **Associate Members.** Any persons who are non-Physician members expressing interest in the health care field and interested in pursuing the objectives and purposes of the Society and agreeing to be bound by the Articles of Incorporation, By-Laws and Policies of the Society while a member may, upon application and payment of the annual dues, become an Associate Member of the Society; provided, however, that the majority of officers, for a period of 30 days following the receipt of such application, shall have the right to refuse membership of any applicant for non-compliance with any of the above requirements.

4.3 **Termination of Membership:** The Board of Directors, by an affirmative vote of 6 members, may suspend, expel or otherwise terminate a member for cause after an appropriate hearing.

4.4 **Reinstatement:** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by an affirmative vote of 6 members, reinstate such former member of the Society who had been terminated from membership in the Society, upon such terms as the Board of Directors may deem appropriate.

4.5 **Voting Rights:** Each active member shall be entitled to one vote on each matter submitted to the vote of the members. Honorary Members, Student Members and Associate Members shall not have a right to vote.

ARTICLE V

BOARD OF DIRECTORS:

5.1 **Purpose and General Powers:** The Board shall be advisory to the officers and, in addition thereto, perform such duties as are imposed on the Board by the Bylaws.

5.2 **Number, Tenure and Qualification:** The Board of Directors shall be composed of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Spiritual Advisor of the Society and other members who may be appointed by the officers. Each Director shall hold office for one (1) year, but may be reappointed or elected for any number of successor terms. Each Director must be an active member of the Society in good standing.

5.3 **Meetings:** Annual meetings of the Board of Directors shall be held upon notice from the President or any other officers acting at the direction of the President. Notice of special meetings shall be given in accordance with the Bylaws.

5.4 **Ecclesiastical Authority:** The Ordinary of the Archdiocese of Miami is the Ecclesiastical Authority under which the Society exists and operates. The Society recognizes its obligations under the Canon Law of the Catholic Church and the laws and regulations of the Archdiocese of Miami.

ARTICLE VI

OFFICERS:

6.1 The affairs of the Corporation shall be administered by a President, a Vice President, a Treasurer, and a Secretary all of whom shall be directors and such other officers as may be elected in accordance with the Bylaws. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed in the Bylaws. The Directors shall be elected or appointed in accordance with the Bylaws.

6.2 The initial officers of the Society, each of whom shall be an initial director, and their positions are as follows:

SISTER MARY O'BRIEN, O.S.F.
Holy Cross Hospital
4725 N. Federal Highway
Fort Lauderdale, FL 33308

EDWARD M. COOPERSMITH, M.D.
5333 N. Dixie Highway
Oakland Park, FL

VINCENT A. DeGENNARO, M.D.
FLD Associates, Inc.
1960 N.E. 47th Street
Fort Lauderdale, FL 33308

RICHARD K. MASTROLE, M.D.
Holy Cross Medical Group
1900 E. Commercial Blvd., Suite 101
Fort Lauderdale, FL 33308

G. DAVID ONSTAD, M.D.
1930 N.E. 47th Street, Suite 205
Fort Lauderdale, FL 33308

CHARLES F. TATE, III M.D.
4725 North Federal Highway
Fort Lauderdale, FL 33308

ARTICLE VII

MEETING:

7.1 Meetings shall be called in accordance with the Bylaws of the Corporation.

ARTICLE VIII

INDEMNIFICATION:

8.1 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit or proceedings:

a) Whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such an action, suit or proceedings, including any appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, have reasonable cause to believe that his/her conduct was unlawful.

b) By or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he/she was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fee) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal therefore if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

8.2 To the extent that a director, officer employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Subsection (a) or subsection (b) or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

8.3 Any indemnification under subsection (a) or subsection (b) shall be made by the Corporation only as authorized in the specific cash upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable

standard of conduct set forth in subsection (a) or subsection (b), unless a court has decided that indemnification is proper. Such determination shall be made by (1) the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; (2) if such a quorum of disinterested directors so direct, by independent legal counsel in a written opinion; or (3) by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

8.4 If any expenses or other amounts are paid by way of indemnification other than by court order or by action by the members or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to members of written notice of the next Annual Meeting of Members unless such meeting is held within three months from the date of such payment, deliver either personally or by mail to each member of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE IX

AMENDMENTS:

9.1 Amendments to the Articles of Incorporation shall be enacted by a majority vote of active members present and voting at any meeting of the Society. An amendment shall be effective when filed with the Secretary to State of the State of Florida.

ARTICLE X

TERM:

10.1 The term of the Corporation shall be perpetual unless the Corporation is terminated sooner by law.

ARTICLE XI

DISTRIBUTION OF ASSETS:

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

11.2 All funds and titles to all property acquired by the corporation and proceeds thereof shall be spent exclusively to effect the purposes of the Corporation and for costs incidental to the creation and maintenance of this Corporation shall be contributed to the Archdiocese of Miami.

ARTICLE XIII

INCORPORATION, REGISTERED AGENT & REGISTERED OFFICE:


12.1 The name of the initial registered agent of the Corporation is Mark Dissette.


12.2 The address of the initial registered agent is 4725 N. Federal Highway, Fort Lauderdale, FL 33308.


12.3 The name and address of the initial incorporators are as subscribed below.


The undersigned, being the Subscriber(s) and Incorporator(s) of this Corporation, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida, have executed these Articles of Incorporation this 6th day of February, ~~2001~~ 2002.

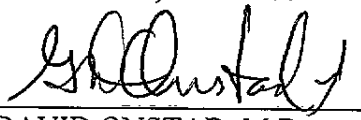
Subscriber(s):

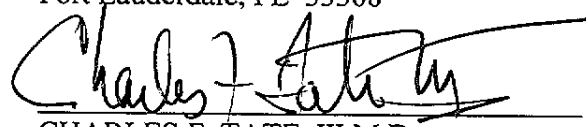

EDWARD M. COOPERSMITH, M.D.
5333 N. Dixie Highway
Oakland Park, FL


VINCENT A. DEGENNARO, M.D.
FLD Associates, Inc.
1960 N.E. 47th Street
Fort Lauderdale, FL 33308


RICHARD K. MASTROLE, M.D.
Holy Cross Medical Group
1900 E. Commercial Blvd., Suite 101
Fort Lauderdale, FL 33308


SISTER MARY O'BRIEN, O.S.F.
Holy Cross Hospital
4725 N. Federal Highway
Fort Lauderdale, FL 33308


G. DAVID ONSTAD, M.D.
1930 N.E. 47th Street, Suite 205
Fort Lauderdale, FL 33308


CHARLES F. TATE, III M.D.
4725 North Federal Highway
Fort Lauderdale, FL 33308

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared EDWARD M. COOPERSMITH, M.D., who (X) is personally known to me or () produced _____ as identification, after being first duly sworn, deposes and says that he has read the foregoing and that he has set his hand and seal thereto for the uses and purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 6th day of February, 2002



Marie A. Bielick
Notary Public, State of Florida
My Commission expires: 11/13/04

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared VINCENT DEGENNARO, M.D., who (X) is personally known to me or () produced _____ as identification, after being first duly sworn, deposes and says that he has read the foregoing and that he has set his hand and seal thereto for the uses and purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 6th day of February, 2002

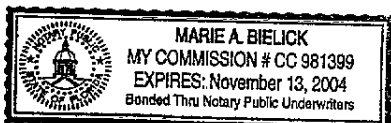


Marie A. Bielick
Notary Public, State of Florida
My Commission expires: 11/13/04

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared RICHARD K. MASTROLE, M.D., who (X) is personally known to me or () produced _____ as identification, after being first duly sworn, deposes and says that he has read the foregoing and that he has set his hand and seal thereto for the uses and purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 16th day of April, 2002



Marie A. Bielick
Notary Public, State of Florida
My Commission expires: 11/13/04

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared SISTER MARY O'BRIEN, O.S.F., who (X) is personally known to me or () produced _____ as identification, after being first duly sworn, deposes and says that she has read the foregoing and that she has set her hand and seal thereto for the uses and purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 6th day of February, 2002



Marie A. Bielick
Notary Public, State of Florida
My Commission expires: 11/14/04

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared G. DAVID ONSTAD, M.D., who (✓) is personally known to me or () produced _____ as identification, after being first duly sworn, deposes and says that he has read the foregoing and that he has set his hand and seal thereto for the uses and purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 10th day of April, 2002

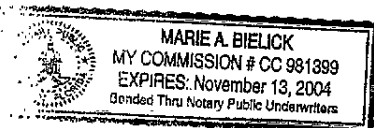


Marie A. Bielick
Notary Public, State of Florida
My Commission expires: 11/14/04

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared CHARLES F. TATE, III M.D., who (✓) is personally known to me or () produced _____ as identification, after being first duly sworn, deposes and says that he has read the foregoing and that he has set his hand and seal thereto for the uses and purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 16th day of April, 2002



Marie A. Bielick
Notary Public, State of Florida
My Commission expires: 11/14/04

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I declare that I am familiar with and accept the duties and responsibilities to act in this capacity, and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

REGISTERED AGENT:


MARK DISSETTE

01065LUK.AR4 - 253

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 10 PM 4:01