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DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

03 AUG - 1 AM 10:42

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03 AUG - 1 AM 10:52

FILED  
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DIVISION OF CORPORATIONS

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327 403 E. Gaines St.  
Tallahassee, FL 32314

SUBJECT: LONG TERM CARE HOSPITAL OF SW FLORIDA, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: DOUGLAS A. DODSON  
Name (Printed or typed)

9800 SOUTH HEALTH PARK DRIVE  
Address

SUITE 208 FT. MYERS FL 33908  
City, State & Zip

% JAYA BRETT, ESQ. 239-334-1141  
Daytime Telephone number

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

ARTICLES OF INCORPORATION  
FOR

03 AUG -1 AM 10:53

LONG TERM CARE HOSPITAL OF SW FLORIDA, INC.

The undersigned natural persons being over the age of eighteen (18) years, hereby associate themselves for the purpose of forming a not-for-profit corporation pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the "Florida Not for Profit Corporation Act", and hereby certify as follows:

ARTICLE ONE

The name of the Corporation shall be: LONG TERM CARE HOSPITAL OF SW FLORIDA, INC.

ARTICLE TWO

The period of duration of the Corporation shall be perpetual.

ARTICLE THREE

The Corporation is organized and operated exclusively for charitable, religious, scientific and educational purposes as set forth in the Articles of Incorporation of the Corporation and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the Corporation is organized solely as an organization described in Section 501(c)(3) of the Code, and exempt from taxation under Section 501(a) of the Code. The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. This Corporation shall operate without regard to race, creed, color, gender, age or national origin. The Corporation shall be operated exclusively for such purpose, and, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payment and distributions in furtherance of charitable and educational purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) To operate a long-term acute care hospital;
- (b) To purchase, own, sell, convey, assign, encumber, mortgage, lease or otherwise deal with any interest in real estate and personal property, both tangible and intangible.

- (c) To do and transact all such business necessary, incidental to or in any way connected with said purpose(s).
- (d) To have and exercise all the powers conferred by the laws of Florida upon Corporations formed under the Florida Not for Profit Corporation Act;
- (e) To do any or all things hereinbefore set forth in the same extent as natural persons might or could do; and
- (f) To do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the Laws of the State of Florida; provided, however, that each of the activities and actions set forth in this paragraph shall be carried out strictly in furtherance of those corporate purposes set forth in this Article Three.

#### ARTICLE FOUR

The Corporation will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Member, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; 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 of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

#### ARTICLE FIVE

The sole member of the corporation shall be LEE MEMORIAL HOSPITAL, INC., d/b/a LEE HEALTHCARE RESOURCES, a Florida not-for-profit Corporation (the "Member").

#### ARTICLE SIX

Certain powers have been expressly reserved to the Member in these Articles of Incorporation and the By-Laws of the Corporation. Action by the Corporation shall not be taken until the Member, acting through its Board of Directors, shall have exercised its reserved powers in accordance with its governing documents. Action by the corporation with respect to which action by the Member is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the Member. The following powers are reserved to the Member:

- (a) Amendment of the Corporation's mission or purpose;

- (b) Merger, acquisition, consolidation or creation of new business entities of or by the Corporation;
- (c) Borrowing or lending of money or the creation of indebtedness through the guaranty of another's debt or similar action in excess of one (1) million dollars per transaction;
- (d) Long-term capital improvements where project costs are in excess of one (1) million dollars.
- (e) Any Amendment, modification or restatement of the Corporation's By-Laws;
- (f) Any amendment or restatement of the Articles of Incorporation of the Corporation or the Articles of Incorporation of any subsidiary corporation
- (g) Appointment and removal, at its discretion, of those Directors it elects;
- (h) Any sale, lease, mortgage or other transfer or encumbrance of any real property of the Corporation.

#### ARTICLE SEVEN

Subject to the rights reserved to the Member set forth in these Articles and in the By-Laws of the Corporation, the affairs of the Corporation shall be managed by an initial Board of Directors composed of three (3) members. The Directors, subsequent to the first Board of Directors specified in these Articles of Incorporation, shall be selected, designated, and elected as provided in the By-Laws of the Corporation. Procedures for increasing or decreasing the number of Directors, the removal and resignation of Directors, and filling vacancies in the Board of Directors shall be as set forth in the By-Laws of the Corporation.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until their death, resignation or removal, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN T. BECKETT	2925 Cortez Boulevard Fort Myers, Florida 33901
GEORGE T. BEEMER	5652 Arvine Circle Fort Myers, Florida 33919
THOMAS F. ORTHMAN	5050 Northhampton Drive Fort Myers, Florida 33919

## ARTICLE EIGHT

The principal officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer and such assistant officers as the Board of Directors shall determine, each of whom shall be elected by the Board of Directors in the manner set forth in the By-Laws of the Corporation. The Board of Directors shall also appoint a Chairperson and Vice-Chairperson to preside over Board meetings.

## ARTICLE NINE

The name and address of the incorporator of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
DOUGLAS A. DODSON	9800 South HealthPark Drive Suite 208 Fort Myers, Florida 33908

## ARTICLE TEN

Subject to any approvals described in these Articles of Incorporation or the By-Laws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Member of this Corporation, or its successors, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which, at such time, are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Member have purposes most closely aligned to those of the Corporation, subject to any approvals described in these Articles of Incorporation or the By-Laws of the Corporation. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said Court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

## ARTICLE ELEVEN

The address of the initial registered office of the Corporation and its initial principal office is: 9800 South HealthPark Drive, Suite 208, Fort Myers, Florida 33908. The Registered Agent at such address is: DOUGLAS A. DODSON.

ARTICLE TWELVE

The By-Laws of the corporation shall initially be made and adopted by its first Board of Directors. The By-Laws may thereafter be altered, amended, or repealed, and new and replacement By-Laws may be made and adopted by the Board of Directors as provided in the By-Laws.

ARTICLE THIRTEEN

These Articles of Incorporation may be altered, amended, or repealed only pursuant to the provisions set forth in the Act. Amendments may be adopted in accordance with alternative methods provided for in the Act.


IN WITNESS WHEREOF, the incorporator of the Corporation has hereunto affixed his signature this 31 day of July, 2003.

  
Douglas A. Dodson, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was on the 31 day of July, 2003, signed by the said DOUGLAS A. DODSON, as incorporator, (☒) who is personally known to me or (☐) who produced \_\_\_\_\_ as identification.

  
Notary Public  
Printed Name of Notary: LAUREN D. TAYLOR

(SEAL)  
Comm. Exp. Date:  
Comm. Number:



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

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED THAT LONG TERM CARE HOSPITAL OF SW FLORIDA, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE  
OF FLORIDA, HAS APPOINTED DOUGLAS A. DODSON, LOCATED AT 9800 SOUTH  
HEALTHPARK DRIVE, SUITE 208, FORT MYERS, FLORIDA 33908, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

LONG TERM CARE HOSPITAL OF SW FLORIDA, INC.

Signature: John T. Beckett  
(Corporate Officer)  
John T. Beckett  
Title: President  
Date: July 31, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

(DAD)  
Signature: Douglas A. Dodson  
Douglas A. Dodson, Resident Agent  
Date: July 31, 2003

FILED  
STATE OF FLORIDA  
CLERK OF SUPERIOR COURT  
03 AUG - 1 AM 10:53