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LEDMAN HAMM LLP
Division of Corporations

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FLORIDA NON-PROFIT CORPORATION
ST. ANDREW COMMUNITY MEDICAL CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

**ST. ANDREW COMMUNITY MEDICAL CENTER, INC.
A Florida Not for Profit Corporation**

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

ARTICLE I - NAME

The name of this corporation is ST. ANDREW COMMUNITY MEDICAL CENTER, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the corporation in the State of Florida is 1616 Cincinnati, Panama City, FL 32401, and the name of the initial registered agent is Dr. Dewey Davidson, whose address is 3010 W. Hwy 98, Panama City, FL 32401.

ARTICLE III - PURPOSE

This is a not-for-profit corporation organized exclusively for public charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, this not-for-profit corporation is organized to provide medical care to indigent individuals in the community.

ARTICLE IV - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, which shall consist of not less than three (3) and not more than nine (9) members of natural persons. The number, tenure of office, manner of election, and filling of vacancies shall be as provided in the Bylaws of the corporation. The names and addresses of the initial Directors are as follows:

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Carole A. Summey
2827 Jamedon Drive
Panama City, FL 32405

Curtis Williams, M.D.
2414 Pretty Bayou Drive
Panama City, FL 32405

Joyce Waller
5135 Deep Water Court
Panama City, FL 32404

ARTICLE V – OFFICERS

The officers of the corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer and any such other officers as the Board of Directors may deem necessary or prudent. Any two offices may be simultaneously held by the same person except that of President and Vice-President. The officers shall be elected by the Board of Directors from among its members, and the tenure of office, manner of election, and filling of vacancies shall be as provided in the Bylaws of the corporation. The initial officers of the corporation are as follows:

President: Carole A. Summey
Vice-President: Curtis Williams, M.D.
Secretary/Treasurer: Joyce Waller

ARTICLE VI - DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution, or winding up of the affairs of the corporation, the assets of the corporation shall be distributed to ST. ANDREW BAPTIST CHURCH, INC. which qualifies for exemption under Section 501(c)(3) of the Internal Revenue Code or, if at the time of dissolution ST. ANDREW BAPTIST CHURCH, INC. is not qualified, is not in existence, is

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unwilling, or is otherwise unable to accept the assets of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are then qualified under the provision of Section 501(c)(3) of the Internal Revenue Code or to the federal, state, or local government for a public purpose. None of the assets will be distributed to any member, officer, or director of this corporation.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

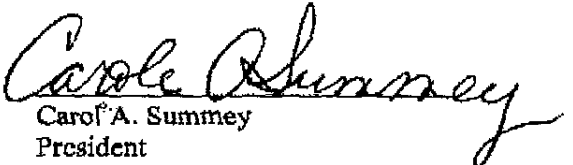
ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence and shall commence upon the filing of these Articles of Incorporation.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles of Incorporation is the President of the Corporation, Carol A. Summey, 2827 Jamedon Drive, Panama City, FL 32405.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of November, 2003.


Carol A. Summey
President

STATE OF FLORIDA
COUNTY OF BAY

The foregoing Articles of Incorporation of ST. ANDREW COMMUNITY MEDICAL CENTER, INC., was acknowledged before me this 13th day of November, 2003, by its

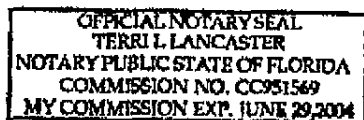
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President, Carol A. Summey, who is personally known to me or produced
_____ as identification.



Terri L. Lancaster
Notary Public
Print Name Terri L. Lancaster
Commission # _____
My Commission Expires: _____

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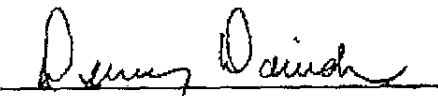
STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT

OF

ST. ANDREW COMMUNITY MEDICAL CENTER, INC.

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

Dated this 22 day of October, 2003.


Dr. Dewey Davidson

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