

# H04000041262

Florida Department of State

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

GLADES HOSPITAL HOLDINGS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
GLADES HOSPITAL HOLDINGS, INC.

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Not For Profit corporation under Chapter 617 of the Florida Statutes (the "Florida Not For Profit Corporation Act"):

ARTICLE I

Name

The name of this Corporation is: **Glades Hospital Holdings, Inc.**

ARTICLE II

Address

The initial principal office and mailing address of this Corporation shall be 324 DeSoto Street, Suite 401, West Palm Beach, Florida 33401.

ARTICLE III

Purposes

This Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, or the corresponding section of any future tax code (the "Code"), including, but not limited to the following:

- A. To establish, construct, own, lease, operate, support, maintain, and/or manage one or more acute care hospitals in Belle Glade, Florida, including, but not limited to, the hospital presently operating and otherwise known as "Glades General Hospital" (the "Hospital") and in each case, subject to and in furtherance of the intent of the Legislature of the State of Florida in enacting Chapter 2003-326, Laws of Florida (the "Palm Beach County Health Care Act" or the "Act") and in furtherance of the authority and responsibilities of the District Board of the Health Care District of Palm Beach County (the "District Board"), as set forth in the Act; and
- B. To conduct any and all lawful affairs and business for which corporations may be organized and operated under the Florida Not For Profit Corporation Act as an exempt organization under Section 501(c)(3) of the Code, consistent with this Article III.

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## ARTICLE IV

Membership

The Corporation shall have as its single member the Health Care District of Palm Beach County ("District"). The Corporation shall serve the goals, participate in the activities, and shall be subject to the authority of the District and the District Board as necessitated, permitted or otherwise prescribed in the Act and in the Bylaws of the Corporation. The District shall be entitled to all rights and powers of a member under Florida law, these Articles of Incorporation and the Bylaws of the Corporation.

## ARTICLE V

Directors

The direction and management of the affairs of the Corporation shall be vested in a Board of Directors, whose number, qualifications, selection and appointment to serve shall be as set forth in the Corporation's Bylaws.

## ARTICLE VI

Registered Office

The initial registered office of this Corporation shall be:

Sachs Sax Klein  
301 Yamato Road, Suite 4150  
Boca Raton, FL 33431

The initial registered agent at that address shall be Peter S. Sachs.

## ARTICLE VII

Bylaws

The Bylaws of the Corporation are to be adopted by the Member of the Corporation, and may be amended only by the Member, acting through the District Board. The Bylaws may provide for reserve powers, exercisable by the Member, as the Member may designate and approve from time to time, including, but not limited to, reserve powers concerning the appointment and removal of Directors, the selection of the Hospital's Chief Executive Officer, Hospital audits, the Hospital's mission statement, strategic plan, operating budget, contracts and

expenditures, subsidiaries, and such other matters as may be determined from time to time by the Member to be reasonable or necessary under the Act or in furtherance of the authority and responsibilities of the District Board as set forth in the Act

### ARTICLE VIII

#### Amendments

These Articles of Incorporation may be amended only by the Member.

### ARTICLE IX

#### Incorporators

The name and address of the incorporator is: Peter S. Sachs, Esquire, Sachs Sax Klein, 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.

Dated: February 2<sup>nd</sup> 2004

  
Peter S. Sachs, Esquire  
Incorporator

Having been named registered agent to accept service of process for the above Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: February 2<sup>nd</sup> 2004

  
Peter S. Sachs, Registered Agent

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