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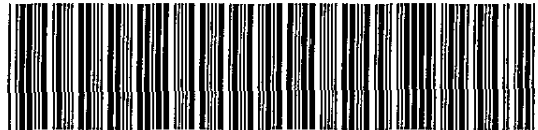
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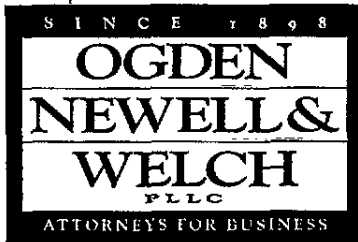


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1700 PNC PLAZA
500 WEST JEFFERSON STREET
LOUISVILLE, KENTUCKY 40202-2874
(502) 582-1601
FAX (502) 581-9564
www.ogdenlaw.com

TENNIA Y. HILL
PARALEGAL

DIRECT DIAL 502-560-4207
DIRECT FAX 502-627-8707

thill@ogdenlaw.com

May 17, 2004

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

Re: Ten Broeck Healthcare Foundation, Inc.
Our file no.: 20164/309

Dear Sir or Madam:

Enclosed please find an original and two photocopies of the Articles of Incorporation for the above referenced non profit entity. Also, enclosed please find a check in the amount of \$70.00 for fees as follows:

\$70.00 Filing fee for Non Profit Articles of Incorporation

Please file the document and return a file stamped copy to me in the enclosed self addressed envelope. If you have any questions regarding this matter, please contact me immediately at (502) 560-4207.

Sincerely,

Tennia Y. Hill
Paralegal

Enclosures

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ARTICLES OF INCORPORATION
OF
TEN BROECK HEALTHCARE FOUNDATION, INC.

The undersigned incorporator hereby forms a nonprofit corporation in accordance with the laws of the State of Florida, under the provisions of Chapter 617 of the Florida Statutes, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation shall be Ten Broeck Healthcare Foundation, Inc.

ARTICLE II

Purposes

(1) Any provisions of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have capital stock or shareholders and shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of Article II of these Articles of Incorporation.

(2) The objects and purposes of the Corporation, and the powers it shall have and may exercise are as follows:

(a) As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Federal tax laws) (the "Code"), in such manner (i) that no part of its income or property shall inure to the private benefit of any donor, director, officer, or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

(b) As particular purposes in furtherance of, consistent with, and subject to, the general purposes set forth in Section (2)(a) of this Article II, to organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, literary, and educational enterprises, activities, and institutions, as from time to time may be determined or selected by the Corporation's Board of Directors consistent with the purposes stated above.

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities, and projects;

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(i) To solicit and acquire by gift, exchange, or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(iii) To give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests, or devises of property of any kind which any person, firm, or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money and give security therefor by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501(c)(3) of the Code;

(viii) To the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants, and others in connection with the performance of any duty or trust arising under such agreement; and

(ix) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 617 of the Florida Statutes, or any other applicable law or statute of the State of Florida, or section 501(c)(3) of the Code.

(3) Notwithstanding any provision heretofore or hereafter stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The Corporation shall not purchase nor retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE III

Disposition of Assets at Termination

If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(1) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(2) Assets held by this Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(3) Assets that have been received and are held by this Corporation subject to limitations permitting their use only for charitable, scientific, literary, educational, and/or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of

the Code, or to the Federal government, or to a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

(4) Other assets, if any, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Code, or to the Federal government, or to a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(5) Any assets not otherwise disposed of pursuant to the provisions of this Article III shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Code.

ARTICLE IV

Amendments

(1) The Corporation's Articles of Incorporation may be amended in the manner provided by law.

(2) The Board of Directors shall adopt Bylaws for the Corporation and the procedure for changing such Bylaws will be as stated in the Bylaws.

ARTICLE V

Members

There shall be Members of the Corporation with such Classes and powers as are stated in the Bylaws.

ARTICLE VI

Directors

(1) (a) The affairs of the Corporation shall be conducted by the Board of Directors and by such committees and officers as shall be provided in the Bylaws.

(b) Until otherwise fixed by the Bylaws, the Board of Directors shall consist of three (3) persons. The election of Directors shall be by the Members and shall take place as provided in the Bylaws.

(c) The term of office of each director shall be as provided by the Corporation's Bylaws.

(d) Directors may be removed from office during their term of office as provided in the Bylaws.

(2) The annual meetings of the Corporation's Board of Directors shall be held at such time and place as may be fixed by the Corporation's Bylaws.

(3) The duties and powers of the Board of Directors, committees and officers of the Corporation shall be such as may be conferred upon said Board of Directors, upon such committees, or upon such officers by law, or by the Articles of Incorporation or Bylaws.

ARTICLE VII

Indemnification and Insurance

(1) The private property of the incorporator and of the directors shall not be subject to any of the Corporation's debts and liabilities.

(2) Indemnification of directors, officers, employees and agents of the Corporation may be as provided for in the Bylaws; provided, however, such indemnification is not otherwise in conflict with the provisions of Article II of these Articles of Incorporation.

ARTICLE VIII

Registered Office; Registered Agent

The street address of the registered office of the Corporation is 603 Main Street, P.O. Box 1100, Windermere, Florida 34786 and the name of the registered agent at such address is Kevin Barkman.

ARTICLE IX

Principal Office

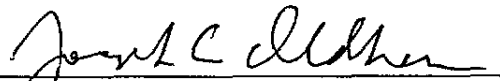
The mailing address of the principal office of the Corporation is 603 Main Street, P.O. Box 1100, Winderere, Florida 34786.

ARTICLE X

Duration

The duration of the Corporation shall be perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator hereby execute the foregoing Articles of Incorporation and acknowledges this to be the incorporator's act and deed this May 10, 2004.


Joseph C. Oldham, Incorporator

This instrument prepared by:



Joseph C. Oldham

OLDEN NEWELL & WELCH PLLC

1700 PNC Plaza

500 West Jefferson Street

Louisville, KY 40202

(502) 582-1601

Consent of Initial Agent for Service of Process to Serve

I, Kevin Barkman, having been named as a registered agent to accept service of process for Ten Broeck Healthcare Foundation, Inc. at the place designated in this certificate, am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Kevin Barkman
Date: 5.13.04

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