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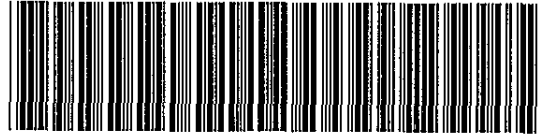
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TALLAHASSEE, FLORIDA

05 JUN - 1 PM 12:19

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6/2/05  
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## TRANSMITTAL LETTER

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

**SUBJECT:** Lee Memorial Medical Management, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

**ADDITIONAL COPY REQUIRED**

FROM: Robert C. McCurdy

Name (Printed or typed)

Lee Memorial Health System/PO Box 2218

Address

Fort Myers, Florida 33901

City, State & Zip

239-334-5382

Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**Lee Memorial Medical Management, Inc.**

**A CORPORATION NOT FOR PROFIT**

**FILED**

05 JUN -1 PM 12:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article One. Name.**

The name of this corporation shall be Lee Memorial Medical Management, Inc.

**Article Two. Statement of Corporate Nature.**

This corporation is a not-for-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law as set forth in Part I of Chapter 617, Florida Statutes.

**Article Three. General and Specific Purposes.**

The specific and primary purposes for which this corporation is formed are to operate for the advancement of health care and for other charitable purposes, by the distribution of its funds for such purposes to LEE MEMORIAL HEALTH SYSTEM, a special purpose unit of local government created by the Florida Legislature, Chapter 63-1552, Laws of Florida, Special Acts, 1963; as re-codified by Chapter 2000-439, Laws of Florida, Special Acts, 2000. and particularly for providing management services to medical offices and clinics and other healthcare organizations and related healthcare services, or services in support of healthcare, under the auspices of the LEE MEMORIAL HEALTH SYSTEM.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**Article Four. Term.**

This corporation shall have a perpetual existence.

**Article Five. Incorporator.**

The name and address of the subscribing incorporator of this corporation are as follows:

Robert C. McCurdy  
2780 Cleveland Avenue, Suite 459  
Fort Myers, Florida 33901

**Article Six. Principal Office and Registered Agent.**

The principal office for the transaction of the business of this corporation shall be 2776 Cleveland Avenue, Fort Myers, Lee County, Florida.

The name and address of the corporation's registered agent is

Robert C. McCurdy  
2780 Cleveland Avenue, Suite 459  
Fort Myers, Florida 33901.

**Article Seven. Membership.**

The corporation shall have no members.

**Article Eight. Board of Directors.**

The powers of this corporation, as authorized by law, shall be exercised, its properties controlled, and its affairs conducted by a board of directors consisting of ten (10) directors, who shall be the directors elected or appointed to the Board of Directors of the Lee Memorial Health System, a special purpose unit of local government created by Special Act of the Florida Legislature, Chapter 63-1552, Laws of Florida, Special Acts, 1963; as re-codified by Chapter 2000-439, Laws of Florida, Special Acts, 2000. Upon the creation of a vacancy in the position of director of the corporation, a person appointed or elected under applicable law to fill the office of Director on the Board of Directors of the Lee Memorial Health System shall automatically fill the vacancy on the board of directors of this corporation. The initial board of directors shall be composed of the following persons:

John D. Donaldson, M.D.  
3487 Broadway  
Ft. Myers, Florida 33901

Ms. Marilyn Stout  
2907 S.W. 29<sup>th</sup> Avenue  
Cape Coral, Florida 33914

Rev. James J. English  
1255 Florida Avenue  
Ft. Myers, Florida 33901

Nancy McGovern, R.N.  
785 South Entrada Drive  
Ft. Myers, Florida 33919

Mrs. Lois C. Barrett  
8701 Estero Boulevard, No. 607  
Ft. Myers Beach, Florida 33931

Linda L. Brown, A.R.N.P.  
11698 Pointe Circle  
Ft. Myers, Florida 33908

Mr. Frank T. LaRosa  
1581-2 Gretchen Avenue  
Lehigh Acres, Florida 33936

Mr. William Martin  
Bayshore Village  
15890 Lake Point Court  
No. Ft. Myers, Florida 33917

Mr. James Green  
2124 Pine View Road  
Ft. Myers, Florida 33901

Ms. Gayle Lyons, M.P.H.  
20268 Leopard Lane  
Estero, Florida 33928

#### **Article Nine. Indemnification.**

The corporation shall defend and indemnify any officer or director who is a party to any threatened or pending lawsuit or to any civil or administrative action or proceeding by reason of the fact that the officer or director serves in such corporate capacity so long as said officer or director acted in good faith and in the best interest of the corporation.

Officers and directors shall not be liable for the debts, liabilities or other obligations of the corporation and shall not be subject to any corporate assessments.

#### **Article Ten. Bylaws.**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Corporations Not for Profit Law, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, by following the procedure set forth in the bylaws.

#### **Article Eleven. Dedication of Assets.**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any officer or director of the corporation, or to the benefit of any private individual.

**Article Twelve. Distribution of Assets.**

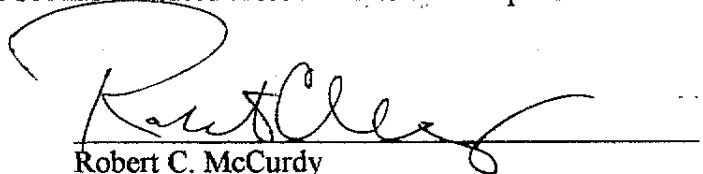
Upon dissolution or winding up of this corporation, all assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated as a governmental agency or exclusively for charitable purposes and is a tax-exempt organization under section 501(c)(3) of the United States Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

**Article Thirteen. Amendment of Articles.**

Amendments to these Articles of Incorporation and any subsequent Amendments thereto may be adopted by a two-thirds vote of the total number of directors on the board of directors.

THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this

27<sup>th</sup> day of MAY, 2005.



Robert C. McCurdy  
2780 Cleveland Avenue, Suite 459  
Ft. Myers, Florida 33901

**STATEMENT OF APPOINTMENT OF REGISTERED AGENT  
AND ACCEPTANCE OF REGISTERED AGENT**

**To: The Florida Department of State  
Tallahassee, Florida 32314**

Pursuant to the provisions of Chapter 617, Fla. Stat., the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of appointing its registered registered agent in the State of Florida.

1. The name of the corporation is **Lee Memorial Medical Management, Inc.**
2. The name and address of the registered agent is:

Robert C. McCurdy  
Legal Services Department  
Lee Memorial Health System  
2780 Cleveland Avenue, Suite 459  
Fort Myers, Florida 33901

3. The above appointment was authorized by resolution duly adopted by its board of directors.

Dated: 5/23/05

**Lee Memorial Medical Management, Inc.**

Linda L. Brown A.R.N.P.  
Linda L. Brown, A.R.N.P.  
Chairman of the Board of Directors

**Acceptance of Appointment as Registered Agent**

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert C. McCurdy  
Robert C. McCurdy

Date: 5/23/05