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FLORIDA NON-PROFIT CORPORATION

Spectrum Health, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
SPECTRUM HEALTH, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

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FILED
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
WEST PALM BEACH, FLORIDA

ARTICLE I

NAME; REGISTERED AND PRINCIPAL OFFICE; REGISTERED AGENT

The name of this Corporation is "Spectrum Health, Inc." The principal office of the Corporation is located at 5300 East Avenue, West Palm Beach, Florida 33407. The registered office is One North Clematis Street, Suite 500, West Palm Beach, Florida, and the registered agent at such address shall be Edward J. Hopkins.

ARTICLE II

ENABLING LAW

This Corporation is organized pursuant to the Florida Not For Profit Corporation Act, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES; POWERS

A. The purposes for which this Corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, including the support of the programs, services, activities, interests and subsidiary organizations of Hospice of Palm Beach County, Inc., a Florida not for profit corporation and tax exempt organization under federal and state law (the "Hospice"), which is organized and operated to provide comprehensive hospice care services, as well as such to support and to provide such other services to promote health and physical and mental well-being, adapted to the accomplishment of the charitable, scientific, and/or educational purposes aforesaid, including,

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without limitation, 1) conducting educational activities related to the care of the sick and injured or to the promotion of health; 2) undertaking such actions as necessary to acquire, build, construct, maintain, expand, repair, alter, equip, operate and lease any existing, proposed or health care facility or entity providing health care services; 3) enhancing the quality of life by the promotion of efficient and quality health care through involvement in various health care and other activities, the conduct of health planning and resource allocation and all other methods appropriate to the objectives of this Corporation; 4) soliciting and raising funds and endowments, and receiving by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and holding, using, maintaining, leasing, donating, pledging, encumbering, loaning, selling, conveying and otherwise disposing of all such property in furtherance of the objectives and purposes of this Corporation; 5) doing and performing any and all acts or services that may be incidental or necessary to carry out the above purposes; 6) making charitable grants to other corporations operating exclusively for charitable, scientific and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended; and 7) engaging in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of Florida, subject to the limitations set forth in the Corporation's Articles of Incorporation.

B. This Corporation shall become the sole corporate member of the Hospice, and such other not-for-profit corporate entities as the Board of Directors shall determine, upon the filing of Restated Articles of Incorporation by the Hospice and such other entities, as applicable, naming this Corporation as the sole member of such entities. This Corporation will control, support, coordinate, cooperate and contract with such affiliated corporations in order to foster an efficient, effective and integrated health care delivery system.

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C. The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation, and limited only as set forth in these Articles of Incorporation.

D. No dividends shall be paid, and no part of the income of this Corporation shall be distributed or inure to the benefit of any member, director, officer or private person, 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 in Paragraphs A and B of this Article. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law; or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

TERM

This Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Edward J. Hopkins
One North Clematis Street
Suite 500
West Palm Beach, Florida 33401

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ARTICLE VI
MEMBERSHIP

The Corporation shall have two classes of members, Members and Life Members, and their voting rights and authority shall be set forth in the Bylaws of the Corporation. The following individuals shall serve as Members of the Corporation in accordance with the terms and subject to the conditions regarding such membership as set forth in the Bylaws of the Corporation:

	<u>Group</u>
The Honorable Maria L. Bacinich	2
Warren W. Blanchard, Jr., CPA	2
Julian Cohen	1
Michael W. Connors, Esquire	2
Gail Austin Cooney, M.D.	3
David Fielding	3
Catherine Flagg	3
William Flaherty	2
Betty Frank	2
Judith Giuffrida	2
Bishop Oshea Granger	1
Robert J. Jacobson, M.D.	1
Richard S. Johnson, Sr.	3
Matthew R. Kornreich	3
David McCoy	2
Judith Mitchell	2
George M. Moffett, II	3
Phillip D. O'Connell, Jr., Esquire	2
Thomas C. Quick	3
David A. Ralicki	2
Vicki Rautbord	3
Timothy Rooney	1
George E. Summers	1

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Mrs. E. Rodman Titcomb, Jr.	1
William Watchman	3
Mrs. Harding Willinger	1
William Yeargin	2

The following individuals shall serve as Life Members of the Corporation in accordance with the terms and subject to the conditions regarding such membership set forth in the Bylaws of the Corporation.

John Brogan
Helen Messic
Mary Hulitar

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by the Board of Directors, which shall consist of not less than six (6), or more than ten (10) members, as shall be established by the Board of Directors. All Directors shall be elected and serve as set forth in the Bylaws of this Corporation. The following individuals shall serve as the initial members of the Board of Directors of the Corporation, until their successors are elected in the manner set forth in the Bylaws:

William E. Yeargin, Chairperson
4200 North Flagler Drive
West Palm Beach, Florida 33407

Warren W. Blanchard, Jr., Vice Chairperson
760 U.S. Highway One, Ste. 206
North Palm Beach, Florida 33408

Phillip D. O'Connell, Jr.
3760 Maria Theresa Ave.
West Palm Beach, Florida 33406

David A. Ralicki
759 South Federal Highway
Suite 200
Stuart, Florida 34994

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ARTICLE VIII

OFFICERS

There shall be five (5) Officers of the Corporation: Chairperson, Vice-Chairperson, President, Secretary and Treasurer, who shall be selected and serve as set forth in the Bylaws. The Corporation may, at the discretion of the President, provide for additional categories of officers, including, without limitation, one or more Vice Presidents, Assistant Secretaries, and/or Assistant Treasurers. The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically set forth in the Bylaws of the Corporation. The following individuals shall serve as the initial officers of the Corporation until their successors are selected in the manner set forth in the Bylaws:

William E. Yeargin, Chairperson

Warren W. Blanchard, Jr., Vice-Chairperson

David Fielding, President

Phillip D. O'Connell, Jr., Secretary

David Ralicki, Treasurer

ARTICLE IX

BYLAWS

The Board of Directors of this Corporation may adopt and amend the Bylaws of the Corporation for the conduct of its business and the carrying out of its purposes as the Board of Directors may deem necessary from time to time, and as shall be set forth with more particularity in the Bylaws.

ARTICLE X

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of at least a majority of all of the members of the Board of Directors then in office.

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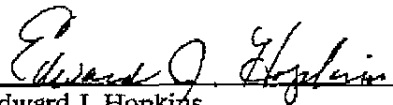
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ARTICLE XI
DISSOLUTION

Should this Corporation be dissolved, after payment or making provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed. Any of such assets not so disposed of by the Board of Directors for any reason shall be disposed of by the proper Court of the County in which the principal office of the Corporation is then located, in such manner and to such exempt organization or organizations as said Court shall determine to be organized and operated for such objects and purposes.

* * *

The undersigned, being the incorporator of this Corporation, for the purpose of forming this not for profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 5th day of November, 2005.


Edward J. Hopkins

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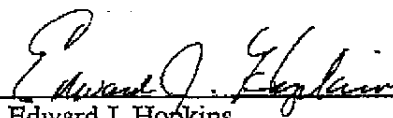
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 15th day of November, 2005.

By: _____


Edward J. Hopkins
Registered Agent

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