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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

BAYCARE OF SOUTHEAST PASCO, INC.

D. WHITE FEB 27 2006

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H06000050996 3
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ARTICLES OF INCORPORATION OF
BAYCARE OF SOUTHEAST PASCO, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this not-for-profit corporation is BAYCARE OF SOUTHEAST PASCO, INC.

ARTICLE II

Terms

The term for which this Corporation shall exist shall be perpetual.

ARTICLE III

Principal Office

The principal office of the Corporation is located at 16331 BayVista Drive, Clearwater, Florida 33760.

ARTICLE IV

Purposes

The Corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The purposes for which the Corporation is to be formed are exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future U. S. Internal Revenue law and in furtherance of these purposes, the Corporation shall:

- A. Establish a general acute care community hospital in southeast Pasco County, Florida.
- B. Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes;
- C. Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes;

H06000050996 3

D. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes; and

E. Engage in any lawful act or activity in furtherance of these purposes for which Corporations may be organized under the Florida Not-for-Profit Corporation Act; and

F. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in A through E above.

ARTICLE V Powers

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV.

ARTICLE VI Prohibited Acts

This Corporation shall operate exclusively for scientific, charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code. In the course of which operation:

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its individual members, directors, officers or other persons, 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 herein.

B. No part of the activities of the Corporation shall be the carrying on of propaganda, or

H06000050996 3

otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII Dissolution

If the Corporation's purposes fail or if the Corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the Corporation voluntarily dissolves, then all of the Corporation's assets and accumulated income shall be distributed to such other organizations as the Board of Directors ("Directors") (or in default of designation by the Directors, the Circuit Court for the county in which the principal office of the Corporation is then located) shall designate as best accomplishing the purposes for which the Corporation was formed, provided that the organizations receiving such assets are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The Corporation shall be dissolved after all its property has been so distributed.

ARTICLE VIII Members

The member of the Corporation shall be BayCare Health System, Inc.

H06000050996 3

ARTICLE IX
Board of Directors and Officers

The management of the affairs of this Corporation is vested in its Directors, which shall consist of not less than two (2) Directors. All Directors shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Directors, at its annual meeting, shall elect a President and Secretary and such other officers as may, in the opinion of the Directors, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Directors or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Directors or by the Bylaws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Directors. Vacancies occurring on the Directors or among the officers shall be filled in the manner prescribed by the Bylaws of this Corporation.

ARTICLE X
Indemnification

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XI
Bylaws

The Bylaws of the Corporation shall be adopted by the initial Directors, as constituted under Article IX above, at the organizational meeting of the Directors, and said Bylaws may thereafter be

H06000050996 3

amended by the vote of a majority of the Directors then in office.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by a majority of the Directors then in office.

ARTICLE XIII
Registered Agent

The name and address of the registered agent of this Corporation is EMIL C. MARQUARDT, JR., 625 Court Street, Suite 200, Clearwater, FL 33756.

ARTICLE XIV
Incorporators

The name and address of the person(s) signing these Articles is:

NAME

ADDRESS

EMIL C. MARQUARDT, JR.

625 Court Street, Suite 200, Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
24th day of February, 2006.

In the presence of:

Marilyn F. Lerner
Larry Arnold

Emil C. Marquardt (SEAL)
EMIL C. MARQUARDT, JR.

H06000050996 3

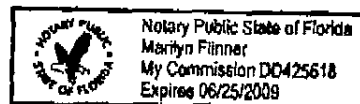
STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR., to me personally known to be the individual described in and who executed the foregoing instrument or who has produced N/A as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 24 day of February, 2006.


Notary Public
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service of process for BAYCARE OF SOUTHEAST PASCO, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


EMIL C. MARQUARDT, JR.

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TALLAHASSEE, FLORIDA

H06000050996 3