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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

University Community Hospital Wesley Chapel, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UNIVERSITY COMMUNITY HOSPITAL WESLEY CHAPEL, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a not for profit corporation in accordance with Chapter 617, Florida Statutes.

**ARTICLE I**

**NAME**

The name of this Corporation shall be: **UNIVERSITY COMMUNITY HOSPITAL WESLEY CHAPEL, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this Corporation shall be:

3100 East Fletcher Avenue  
Tampa, Florida 33613

**ARTICLE III**

**PURPOSES**

The Corporation is organized exclusively for charitable, educational, and scientific purposes, and not for pecuniary profit:

(a) To establish, maintain, and operate or lease or contract for the operation of one or more medical facilities for the inpatient or outpatient care and treatment of persons in need of medical and surgical attention, which facilities may include, but are not limited to, (i) hospitals and ambulatory surgical centers, as such terms are defined in Chapter 395, Florida Statutes, (ii) medical office buildings, (iii) diagnostic and imaging medical facilities, (iv) birthing centers, and (v) related medical facilities (collectively, the "Medical Facilities).

(b) To ensure the quality of care of inpatients and outpatients by the delivery of health care services and to provide these services with excellence and economy.

(c) To accept, hold, administer, invest, and disburse for scientific, educational, and charitable purposes such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in the operation of its Medical Facilities or other activities.

(d) To carry on any educational activities related to rendering care to the sick and injured or the promotion of health.

(e) To promote and carry on scientific research and provide educational opportunities related to the care of the sick and injured insofar as, in the opinion of the Board of Trustees, may be justified by the Corporation's facilities, personnel, funds or other resources.

**ARTICLES OF INCORPORATION OF  
UNIVERSITY COMMUNITY HOSPITAL WESLEY  
CHAPEL, INC.**

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(f) To participate, so far as circumstances may warrant, in any activity designed and implemented to promote the general health of the community.

(g) To carry on such other activities as are in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

**ARTICLE IV  
MEMBER**

The membership of the Corporation shall consist of one member, University Community Hospital, Inc., a not for profit corporate entity, which shall vote and act through its Executive Committee of the Board of Trustees. The voting and other rights, qualifications and requirements of the Member are more specifically set forth in the Bylaws of the Corporation.

**ARTICLE V  
BOARD OF TRUSTEES**

The number of trustees of the Corporation may be increased or diminished from time to time as provided in the Bylaws of the Corporation, provided that the Corporation shall always have at least three (3) trustees.

**ARTICLE VI  
MANNER OF ELECTION**

Trustees shall be elected, removed and hold office as provided in the Bylaws of the Corporation.

**ARTICLE VII**  
**INITIAL TRUSTEES AND OFFICERS**

<u>Trustees</u>	<u>Officers</u>	<u>Address</u>
Robert L. Anderson, Ph.D.	Chair	University Community Hospital Administration 3100 East Fletcher Avenue Tampa, FL 33613
Ken Lightfoot	Vice Chair	University Community Hospital Administration 3100 East Fletcher Avenue Tampa, FL 33613
Henry G. Ennis, Jr.	Treasurer	University Community Hospital Administration 3100 East Fletcher Avenue Tampa, FL 33613
Brandan O'Malley, M.D.	Secretary	University Community Hospital Diabetes Care Institute 13901 N. Bruce B. Downs Blvd. Tampa, FL 33613

**ARTICLE VIII**  
**QUALIFICATION AS TAX EXEMPT ORGANIZATION**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**ARTICLE IX**  
**DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation, all of its assets, tangible and intangible, shall be dedicated to the purposes for which the Corporation was created; and in furtherance of such purposes, the Corporation shall adopt a plan for the distribution of its assets (a "Plan of

ARTICLES OF INCORPORATION OF  
UNIVERSITY COMMUNITY HOSPITAL WESLEY  
CHAPEL, INC.

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Distribution") to University Community Hospital, Inc. ("UCH"), or to its successor organization, so long as UCH, or its successor organization, is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, such assets to be dedicated to the purposes for which the Corporation was created. Should UCH or such successor organization be unwilling or unable to accept the assets of the Corporation for the purposes herein expressed, then the assets of the Corporation shall be distributed, in accordance with a Plan of Distribution, to such other nongovernmental organization or organizations that are exempt from federal income taxation under Section 501(a) of the Code as an organization or organizations described in Section 501(c)(3) of the Code, as may be designated and selected by the Board of Trustees of the Corporation, to be dedicated to the promotion of healthcare. Upon adoption of a Plan of Distribution, the Corporation shall adopt Articles of Dissolution and file the Articles of Dissolution and Plan of Distribution with the Florida Department of State.

**ARTICLE X**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 3100 E. Fletcher Avenue, Tampa, Florida 33613 and the initial registered agent of this corporation at such office shall be Joline Miceli-Mullen, Corporate Vice President, Legal Services. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE XI**  
**INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation are:

**Name**  
Norm Stein  
CEO/President

**Address**  
University Community Hospital, Inc.  
3100 E. Fletcher Avenue,  
Tampa, Florida 33613

These Articles will become effective on August 8, 2006 in accordance with the provisions of Section 617.0123, Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


DATED this 7 day of August, 2006.

  
\_\_\_\_\_  
NORM STEIN  
President/CEO  
University Community Hospital, Inc.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Joline Miceli-Mullen, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 8<sup>th</sup> day of August, 2006.

  
JOLINE MICELI-MULLEN  
Corporate Vice President, Legal Services  
University Community Hospital, Inc.

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LD:mb August 4, 2006

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