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FLORIDA PROFIT/NON PROFIT CORPORATION

Bethesda West Hospital, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BETHESDA WEST HOSPITAL, INC.  
A Florida Not For Profit Corporation**

Pursuant to the requirements of Chapter 617 of the Florida Statutes, the undersigned Incorporator adopts the following Articles of Incorporation of this Corporation:

**ARTICLE I.**

**Name**

The name of the Corporation shall be: BETHESDA WEST HOSPITAL, INC.

**ARTICLE II.**

**Purpose**

**2.1 Corporate Purposes.**

(a) The Corporation is organized and shall be operated at all times as a not for profit corporation exclusively for charitable, educational and scientific purposes as set forth in 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 (hereinafter, the "Code").

(b) Without limiting the foregoing general charitable purposes of the Corporation, the principal purpose of the Corporation shall be to establish, operate, and maintain a hospital described in section 170(b)(1)(A)(iii) of the Code, the principal purpose or function of which is the provision of medical or hospital care, medical education and medical research.

(c) Except as otherwise limited by these Articles, the Corporation shall be empowered to engage in all other lawful purposes for which a Florida not for profit corporation may be organized and operated.

Joel T. Strawn, Esq. (Florida Bar #095881)  
Strawn, Monaghan & Cohen, P.A.  
54 Northeast Fourth Avenue  
Delray Beach, FL 33483  
(561) 278-9400

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## 2.2 Prohibited Activities.

(a) No part of the net earnings of the Corporation shall inure to benefit of any officer, director, trustee, employee, agent, member, or other private shareholder or individual; provided, however, that reasonable compensation may be paid for services actually rendered to or for the Corporation in furtherance of one or more of its purposes.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or other attempting to influence legislation, except as permitted in section 501(h) of the Code.

(c) 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.

2.3 Dissolution of Corporation. In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's remaining property shall be conveyed or distributed to the Member, provided, however, that at the time of the dissolution and distribution, the Member is an organization exempt from federal income tax described in section 501(c)(3) and is a public charity described in section 509(a) of the Code. In the event the Member does not qualify to receive those assets, pursuant to the terms of the preceding sentence, is not then in existence, or to the extent that it may be prohibited by state law from owning certain assets of the Corporation, the Corporation's property shall be conveyed to such other Florida not for profit corporation(s) operated for nonprofit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualified as an exempt organization or organizations under Section 501(c)(3), and as a public charity under Section 509(a), of the Code, as the Board of Trustees of the Corporation may determine. Any such assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

## ARTICLE III.

### Powers

The Corporation shall possess and may exercise all the powers and privileges granted by Chapter 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, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its

activities.

**ARTICLE IV.**

**Membership**

The sole member of the Corporation shall be Bethesda Healthcare System, Inc., a Florida non profit corporation ("Member").

**ARTICLE V.**

**Term**

The term of the Corporation shall be perpetual.

**ARTICLE VI.**

**Incorporator**

The name and address of the Incorporator of the Corporation and subscriber to these Articles of Incorporation is as follows:

**Name**

**Address**

Joel T. Strawn

54 N. E. Fourth Avenue  
Delray Beach, FL 33483

**ARTICLE VII.**

**Trustees**

7.1 **Number.** The affairs of the Corporation are to be managed by a Board of Trustees consisting of no less than three (3) and no more than ten (10) members, the exact number of Trustees to be specified in the Bylaws of the Corporation from time to time.

7.2 **Composition, Election and Tenure.** The Trustees of the Corporation shall be nominated and elected for terms and in the manner as shall be provided in the Bylaws from time to time.

7.3 **Powers.** The Board of Trustees shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

7.4 **Initial Board.** The names and addresses of the members of the first Board of Trustees who shall hold office until their successors are elected and have qualified, or until resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
Robert B. Hill	2815 South Seacrest Boulevard Boynton Beach, FL 33435
Roger Kirk	2815 South Seacrest Boulevard Boynton Beach, FL 33435
Robert Broadway	2815 South Seacrest Boulevard Boynton Beach, FL 33435
Joanne Aqualina	2815 South Seacrest Boulevard Boynton Beach, FL 33435

**ARTICLE VIII.**  
**Bylaws**

The Bylaws of the Corporation shall be adopted, altered, amended or repealed only by a vote of the sole Member.

**ARTICLE IX.**  
**Amendments**

Amendments to these Articles of Incorporation may be made and adopted only by a vote of the sole Member. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.

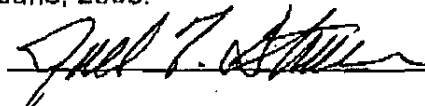
**ARTICLE X.**  
**Registered Agent, Registered Office**  
**and**  
**Principal Place of Business**

The initial address of the registered office of the Corporation is 54 Northeast Fourth Avenue, Delray Beach, Florida 33483.

The registered agent at that address is Joel T. Strawn.

The initial principal office, as well as the mailing address of the Corporation, is as set forth above.

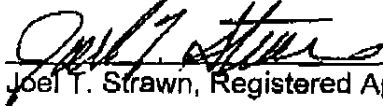
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12<sup>th</sup> day of June, 2008.



Joel T. Strawn, Incorporator

**WRITTEN ACCEPTANCE BY THE REGISTERED AGENT**

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for BETHESDA WEST HOSPITAL, INC.



Joel T. Strawn, Registered Agent

Dated: June 12, 2008

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