

**N08000007286**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**BRCH Women's Institute for Health & Wellness, Inc.**

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July 31, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

PROSKAUER ROSE LLP

SUBJECT: BRCH WOMEN'S INSTITUTE FOR HEALTH AND WELLNESS, INC.  
REF: W08000036075

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Thank you,  
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Sardi Rogacki  
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**ARTICLES OF INCORPORATION**

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**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BRCH WOMEN'S INSTITUTE FOR HEALTH & WELLNESS, INC.,  
a Florida Not For Profit Corporation**

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, does hereby certify:

**FIRST:** The name of the corporation is BRCH WOMEN'S INSTITUTE FOR HEALTH & WELLNESS, INC. (the "Corporation").

**SECOND:** The street address of the initial principal office of the Corporation is 690 Meadows Road, Boca Raton, Florida 33486.

**THIRD:** The Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax code (the "Code").

**FOURTH:** The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve initially are:

<u>Name</u>	<u>Address</u>
Rick Van Lith	800 Meadows Road, Boca Raton, FL 33486
Larraine Chrystal	690 Meadows Road, Boca Raton, FL 33486
Louise Morrell, MD	690 Meadows Road, Boca Raton, FL 33486

**FIFTH:** Except as otherwise provided in the bylaws or applicable law, the number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which subsequent directors are to be elected is stated in the bylaws of the Corporation.

**SIXTH:** The street address of the initial registered office of the Corporation is Boca Raton Community Hospital, Inc., 800 Meadows Road, Boca Raton, FL 33486, and the name of its initial registered agent at such address is the General Counsel.

**SEVENTH:** This Corporation has been formed under the Florida Not For Profit Corporation Act for the public purposes described above, and it shall be nonprofit and nonpartisan. Notwithstanding any other provision of these Articles, the Corporation shall not, except in an insubstantial degree, engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the

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Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**EIGHTH:** The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, any private person or individual, or any member, director or officer of this Corporation, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes. The Corporation shall, to the extent applicable, comply with Section 508 of the Code insofar as such Section:

(i) prohibits the Corporation, its directors or members from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(ii) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

(iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;

(iv) prohibits the Corporation from making any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and

(v) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

No 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 or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes set forth in Articles Three and Seven hereof.

**NINTH:** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes set forth in Articles Three and Seven hereof (including distributing them to such organization or organizations organized and operated exclusively for the purposes set forth in Articles Three and Seven hereof as shall, at the time, qualify as an organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code).

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TENTH: The name and address of the sole incorporator is:

Marcy Hahn-Saperstein  
Proskauer Rose, LLP  
2255 Glades Road, Suite 340 West  
Boca Raton, FL 33431

The undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of July, 2008.

*Marcy Hahn-Saperstein*

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**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is BRCH WOMEN'S INSTITUTE FOR HEALTH & WELLNESS, INC.
2. The name and address of the registered agent and office is:

General Counsel  
Boca Raton Community Hospital, Inc.  
800 Meadows Road  
Boca Raton, FL 33486

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

*Nancy Hahn-Saperton*  
Registered Agent *Interim General Counsel*

Date: *July 30*, 2008

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