

# N08000007695

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Jupiter Medical Center Physicians Group, Inc.

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August 14, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SUBJECT: JUPITER MEDICAL CENTER PHYSICIANS GROUP INC.  
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**ARTICLES OF INCORPORATION OF  
JUPITER MEDICAL CENTER PHYSICIANS GROUP, INC.**

Article 1. The name of the corporation is: Jupiter Medical Center Physicians Group, Inc.

Article 2. The principal street address of the Corporation is: 1210 South Old Dixie Highway, Jupiter, Florida 33458-7299.

Article 3. The name and street address of the initial registered agent is: S. Jan Grigsby, 1210 South Old Dixie Highway, Jupiter, Florida 33458-7299.

Article 4. The manner in which the Trustees (Directors) are elected or appointed is: Trustee (Director) appointments are approved and confirmed by the Corporation's Member.

Article 5. The names, addresses and specific titles of the initial Trustees (Directors) and/or Officers who shall hold office until the first annual meeting of the Board of Trustees (Directors), until their successors are elected and qualified or until their death, resignation or removal, are as follows:

<u>Name</u>	<u>Title</u>	<u>Residential Address</u>
Paul Dell Uomo	Chairman	146 Lismore Lane Jupiter, FL 33458
Jan Grigsby	Treasurer	853 University Blvd. Apt.#203 Jupiter, FL 33458
Jon Graham	Secretary	6599 SE Twin Oaks Cir Stuart, FL 34997

Article 6. The name and address of the Incorporator is: Roger D. Strobe, 227 W. Monroe Street, Chicago IL 60606.

Article 7. The Corporation is organized and shall be operated as a not for profit corporation exclusively for charitable, educational and scientific purposes. Notwithstanding the foregoing or any other provision of these Articles or the Bylaws of the Corporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Member, trustees, directors, 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 and distributions in furtherance of the purposes set forth above.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h)

of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States revenue law (the "Code")), 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.

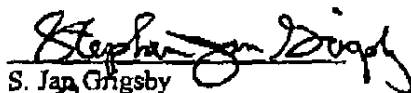
(c) The Corporation shall not carry on any activities not permitted to be carried on (A) by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or (B) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Upon dissolution or liquidation of the Corporation, the Board of the Corporation shall dispose of all remaining assets of the Corporation after paying or making provision for the payment of all of the liabilities of the Corporation exclusively for the purposes of the Corporation by transferring such assets to Jupiter Medical Center, Inc., a Florida not for profit corporation, or its successor, provided that it is then in existence and qualified as a tax-exempt organization described in Section 501(c)(3) of the Code. In the event that Jupiter Medical Center, Inc. or its successor is not so qualified, or is not then in existence, the remaining assets shall be distributed exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes and qualified as a tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as the Board of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as said court shall determine.

Article 8. Jupiter Medical Center, Inc. shall be the sole member of the Corporation and shall have such rights as are set forth in the Bylaws of the Corporation.

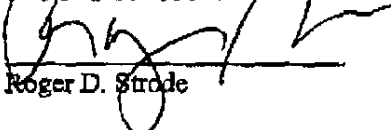
\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT:

  
S. Jan Grigsby

7-11-08  
Date

INCORPORATOR:

  
Roger D. Stride

8-12-08  
Date

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TALLAHASSEE, FLORIDA

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