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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Bureh JUN 10 2009

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**116 SAILOR'S COVE DRIVE
PORT ST. JOE, FLORIDA 32456**

**MAIL TO:
POST OFFICE BOX 39
PORT ST. JOE, FLORIDA 32457**

June 4, 2009

Florida Department of State
Division of Corporations
Registration Section
P. O. Box 6327
Tallahassee, FL 32314

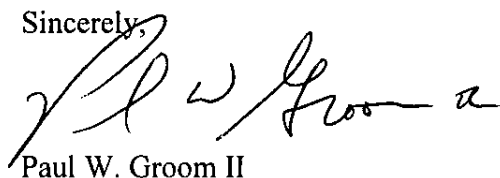
Re: George E. Weems Memorial Healthcare Foundation, Inc.;
RGS&G FN 09-0076

Dear Sir or Madam:

I have enclosed Articles of Incorporation for the above-captioned non-profit corporation, together with our check in the amount of \$78.75 to cover the filing fee and cost of receiving a certified copy of the Articles of Incorporation.

If you have any questions, please give me a call.

Sincerely,



Paul W. Groom II

PWGII/pwr

Enclosures: as stated

ARTICLES OF INCORPORATION

OF

GEORGE E. WEEMS MEMORIAL HEALTHCARE FOUNDATION, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the Corporation is: George E. Weems Memorial Healthcare Foundation, Inc.

ARTICLE 2. ADDRESS

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

135 Avenue G
Apalachicola, Florida 32320

The principal office or mailing address may be changed to another place in Florida as designated from time to time by the Board of Directors.

ARTICLE 3. TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE 4. PURPOSES

The Corporation is organized, and shall be operated to provide charitable, medical, scientific, educational and research aid in the form of property and services to George E. Weems Memorial Hospital, its subsidiaries, departments and affiliates; to promote the educational training and research programs of George E. Weems Memorial Hospital, and its subsidiaries, departments and affiliates; and to promote the general health of the public through George E. Weems Memorial Hospital, its subsidiaries, departments and affiliates.

ARTICLE 5: POWERS

A. Powers Specifically Granted.

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TALLAHASSEE, FLORIDA

Except as otherwise limited herein, the Corporation shall be entitled to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit. Without limiting the generality of the foregoing, the Corporation shall specifically have the following powers:

(1) To receive by gift, devise, bequest, grant or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, either the principal, income, or both, therefrom, immediately or in the future, or as provided by the conditions of a trust;

(2) To hold, use, dispose of, invest, manage, disburse, and properly account for assets subject to its control;

(3) To act and perform the duties of trustee or to act in any other fiduciary capacity under deed or trust, will codicil, agreement or other instrument, and to obligate itself to perform and execute any and all conditions of trust;

(4) To borrow or raise money and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest therein by mortgage, pledge, conveyance or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed including contract rights, whether at the time owned or thereafter acquired where the assets to be encumbered are not subject to limitations which would prohibit this; and

(5) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by law.

B. Limitation of Powers.

Any other provision of these Articles notwithstanding, the powers of the Corporation shall be limited as follows:

(1) The Corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes, and shall not operate for pecuniary profit.

(2) The Corporation shall operate exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

(3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Section 501(c)(3) purposes. 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.

(4) The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE 5. MEMBERS

The Corporation shall not have members.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 135 Avenue G, Apalachicola, Florida 32320, and the name of its initial Registered Agent at that address is Charles Colvert.

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Directors shall be elected or appointed in the manner and for the terms set forth in the By-Laws of the Corporation. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and street address of each initial Director of the Corporation are as follows:

	<u>Name</u>	<u>Address</u>
1.	Gayle Dodds	865 Highway 98 Eastpoint, FL 32328
2.	Curt Blair	P.O. Box 729 Apalachicola, FL 32329
3.	Charles Colvert	P.O. Box 752 Apalachicola, FL 32329

ARTICLE 8. OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE 9. INCORPORATOR

The name and street address of the Incorporator of this Corporation are as follows:

Paul W. Groom II
116 Sailor's Cove Drive
Port St. Joe, FL 32456

ARTICLE 10. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE 11. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded in the manner set forth in the Bylaws.

ARTICLE 12. AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in

these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation.


ARTICLE 13. NON-STOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE 14. DISSOLUTION

Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5th day of June, 2009



Paul W. Groom II

STATE OF FLORIDA

COUNTY OF GULF

BEFORE ME personally appeared Paul W. Groom II, to me well known and known to me to be the person described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of June, 2009.


Notary Public, State of Florida
My commission expires: 8/15/2011

NOTARY PUBLIC-STATE OF FLORIDA
Peggy W. Raffield
Commission #DD690219
Expires: AUG. 15, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of the George E. Weems Memorial Healthcare Foundation, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 5TH day of June, 2009.



Charles Colvert, Registered Agent

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