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FLORIDA PROFIT/NON PROFIT CORPORATION

IHP Foundation, Inc.

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EP 7/1/09

**Articles of Incorporation of
IHP Foundation, Inc.
(A Corporation Not For Profit)**

Pursuant to the provisions of Section 617.0202, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the Corporation is: IHP Foundation, Inc. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 1665 Rutledge Road, Longwood, Florida 32779.

ARTICLE III - Purpose

A. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes including, for such purposes, but without limitation thereon, establishing, maintaining, operating, promoting and conducting one or more clinics and/or health care facilities which will provide free and/or low cost acute and/or preventative health care services.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, 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 in this Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible

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for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV - Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V - Registered Office and Agent

The street address of the registered office of the Corporation is 1665 Rutledge Road, Longwood, Florida 32779 and the name of the registered agent of the Corporation at that address is Michelle McCormack.

ARTICLE VI - Members

The Corporation shall have members. The Bylaws of the Corporation shall make provision with regard to the members of the Corporation, including the manner of admission to membership.

ARTICLE VII - Directors

Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VIII - Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Kamran Khurshid	c/o Baker & Hostetler LLP 200 South Orange Avenue Suite 2300 Orlando, Florida 32801

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ARTICLE IX - Bylaws

A. At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

B. The power to adopt, alter, amend or repeal Bylaws shall be vested in the members of the Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.

B. Any assets not distributed by the Board of Directors as provided herein, shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

ARTICLE XII - Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand this 29th day of June, 2009, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


Kamran Khurshid, Incorporator

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That IHP Foundation, Inc., desires to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, State of Florida, has named Michelle McCormack, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further state that it is familiar with §607.0501 et seq., Florida Statutes.

Michelle McCormack
Michelle McCormack

DATED: June 29, 2009.

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