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## FLORIDA PROFIT/NON PROFIT CORPORATION

#### Brevard Community Health Services, Inc.

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SECRETARY OF STATE TALLAHASSEE FLORIDA

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#### ARTICLES OF INCORPORATION OF BREVARD COMMUNITY HEALTH SERVICES, INC., A Florida Not For Profit Corporation

The undersigned, desiring to form a corporation not for profit pursuant to Section 617,

Florida Statutes, hereby certifies as follows:

#### ARTICLE I

#### <u>Name</u>

The name of the corporation shall be Brevard Community Health Services, Inc.

#### ARTICLE II

#### Principal Office

The street address of the principal office of the corporation is 1223 Gateway Drive,

Melbourne, Florida 32901.

#### ARTICLE III

#### Registered Agent and Office

The name and address of the registered agent of the corporation is Al O'Connell. The address of the registered office of the corporation is 1223 Gateway Drive, Melbourne, Florida 32901.

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#### ARTICLE IV

#### Corporate Purpose

The corporation is not a profit corporation organized solely for providing medical services to the public pursuant to Section 617.0301, Florida Statutes. In furtherance of the primary purpose of the corporation, the corporation shall, among other things, endeavor to:

(a) improve the quality of medical care provided to the public;

(b) provide for more efficient delivery of medical services;

 (c) provide medical services without charge or at reduced charges to uninsured or underinsured members of the public;

(d) make gifts, donations, contributions, loans, or grants of all or any part of the corporation's income, assets and property for the furtherance of any of the corporation's purposes; and

(c) do any and all lawful acts and things which may be necessary, convenient, suitable or proper for the furtherance or accomplishment of the purposes of the corporation.

#### ARTICLE V

#### <u>Duration</u>

The corporation shall exist perpetually commencing upon the filing of these Articles of Incorporation with the Florida Secretary of State, unless dissolved under the provisions of these Articles of Incorporation, the Bylaws of the corporation or Florida Statutes.

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#### ARTICLE VI

#### Incorporator

The name and address of the incorporator of the corporation is as follows:

<u>Name</u>

Street Address

Al O'Connell

1223 Gateway Drive

Melbourne, Florida 32901

#### ARTICLE VII

#### Members

The corporation shall have no members.

#### ARTICLE VIII

#### Directors

The method for the election of the directors shall be stated in the bylaws of the corporation.

#### ARTICLE IX

#### Limitations on Powers

All of the purposes and powers of the corporation are subject to the express conditions and limitations that:

(a) no part of the assets or earnings of the corporation shall inure to the benefit of any of its directors, officers or other private individuals; provided, the corporation shall not be precluded from paying reasonable compensation for services rendered to or for the corporation and for making payments and distributions in furtherance of its purposes;

(b) no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or

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intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political party or candidate for public office and the corporation shall not engage in any subversive activities; and

(c) the corporation shall not engage in any acts or activities which are not in furtherance of its purposes.

#### ARTICLE X

#### **Dissolution**

If the corporation is dissolved, all of its property remaining after payment and satisfaction of all of its obligations, shall be transferred and conveyed to another corporation or organization which is organized for the same or similar purposes of the corporation and is qualified as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor Internal Revenue Law, or if there is no other organization which is so qualified, then to one or more non-profit organizations selected by the board of directors of the corporation, which are organized and operated exclusively for charitable, educational or scientific purposes. If the board of directors fails to distribute the assets of the corporation as aforesaid, the assets of the corporation shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for charitable, educational or scientific purposes.

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#### ARTICLE XI

#### Amendment

These Articles of Incorporation may be amended as provided in the bylaws of the corporation.

The undersigned, being the sole incorporator of the corporation, for purposes of forming this not for profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation the 16th day of September, 2009.

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#### Al O'Connell, Incorporator

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### SECRETARY OF STATE CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT ASSEE FLORIDA

Having been named as the registered agent in the Articles of Incorporation of Brevard Community Health Services, Inc., I hereby accept and agree to act in this capacity.

Dated: September 16, 2009

DEDOR

Al O'Connell