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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 18 2009
D. A. WHITE

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September 14, 2009

VIA OVERNIGHT DELIVERY

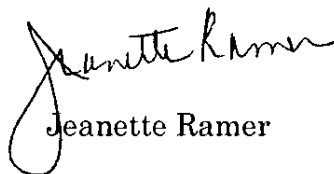
Florida Department of State
Division of Corporation,
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation

Ladies or Gentlemen:

Please file the enclosed Articles of Incorporation for Memorial Hospital Condominium Association, Inc. I have enclosed a check in the amount of \$70.00 to cover the filing costs. If you have any questions, please do not hesitate to contact me at (615)850-8814. Thank you for your assistance.

Sincerely,


Jeanette Ramer

JLR/jr

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ARTICLES OF INCORPORATION
OF
MEMORIAL HOSPITAL CONDOMINIUM ASSOCIATION, INC.

2009 SEP 16 A 8:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, having capacity to contract and acting as the Incorporator of a not for profit corporation under the Florida Nonprofit Corporation Act hereby adopts the following Articles of Incorporation for such corporation:

1. The name of the Corporation is MEMORIAL HOSPITAL CONDOMINIUM ASSOCIATION, INC., "hereinafter referred to as the "Association".

2. The corporation is a mutual benefit corporation.

3. The name and address of the corporation's initial registered agent is Ashley Johnson, Memorial Hospital Jacksonville, 3625 University Boulevard South, Jacksonville, Florida 32216.

4. The name and address of the incorporator of the corporation is Stephen C. Baker, 511 Union Street, Suite 2700, Nashville, Tennessee 37219.

5. The street address of the principal office of the corporation in the State of Florida is c/o Memorial Hospital Jacksonville, 3625 University Boulevard South, Jacksonville, Florida 32216, attention Hospital Administrator.

6. The Association is not for profit.

7. The purpose for which the Association is organized is to provide an entity, pursuant to the Florida Condominium Act, which may hereinafter be referred to as the "Condominium Act", for the operation of Memorial Hospital

Condominium, hereinafter referred to as the "Condominium", located upon property in Duval County, Florida.

8. This Association is to have members.

9. Upon dissolution of the Association, all assets shall be equally distributed to the Unit Owners in accordance with the percentage of the undivided ownership interest of each Unit Owner in the Common Elements of the Condominium, as such percentage interest is set forth in the Declaration, as said term is hereinafter defined.

10. The Association shall make no distributions of income to its members, directors, or officers; provided, however, this provision shall not preclude the payment of reasonable sums for services rendered or supplies furnished to the Association by the aforesaid persons.

11. The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of these Articles.

12. The Association shall have all of the powers and duties of a condominium homeowners association as set forth in the Condominium Act, and all of the powers and duties reasonably necessary to operate the Condominium as set forth in the Declaration establishing the Condominium to be recorded in the Official Records of Duval County, Florida, hereinafter referred to as the "Declaration," and as it may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments against members to defray the costs, expenses, and losses of the Condominium;

(b) To use the proceeds of assessments in the exercise of its powers and duties, in accord with the Declaration and the By Laws of the Association, hereinafter referred to as "By Laws;"

(c) To maintain, repair, replace, and operate the condominium property;

(d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members;

(e) To reconstruct improvements after casualty and to further improve the property;

(f) To make and amend reasonable regulations respecting the use of the property in the Condominium;

(g) To enforce, by legal means, the provisions of the Condominium Act, Declaration, these Articles, the By Laws and the regulations for the use of the condominium property;

(h) To contract for the management of the Condominium; and

(i) To employ personnel to perform the services required for proper operation of the Condominium.

13. All funds, and the titles of all properties acquired by the Association, and the proceeds thereof, shall be held in trust for the members, or used to pay

Common Expenses in accordance with the provisions of the Declaration, these Articles, and the By Laws.

14. The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Declaration and the By Laws.

15. The members of the Association shall consist of all of the Unit Owners in the Condominium, in accordance with the By Laws.

16. Change of membership in the Association shall be consummated by the transfer of title to a Unit.

17. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to a member's Unit.

18. The aggregate number of votes for all members of the Association shall be 100, and votes shall be allocated to each Unit, as set forth in the By-laws. The procedures to be followed by multiple or corporate owners of a Unit and the manner of exercising voting rights shall be determined by the By Laws.

19. The affairs of the Association shall be managed by a board consisting of the number of directors as shall be determined by the By Laws, but not less than three directors, and, in the absence of such determination, shall consist of three directors.

20. Subject to the provisions of Paragraph 21 of these Articles, directors of the Association shall be elected at the annual meeting of the members in the

manner determined by the By Laws. Directors may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided by the By Laws.

21. The initial directors shall be appointed by Declarant until the occurrence of certain events set forth in the By-Laws and as required by the Condominium Act.

22. The affairs of the Association shall be administered by officers elected by the Board of Directors in accordance with the By Laws. The officers shall serve at the pleasure of the Board of Directors.

23. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed upon him, in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being, or having been, a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

24. The By Laws have been adopted by the Declarant of the Condominium, the Incorporator and by the initial directors.

25. Amendments to these Articles shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

(c) Approval of an amendment must be by, (i) not less than two-thirds (2/3) of the entire membership of the Board of Directors, and by not less than 75% of the votes of the entire membership of the Association, or, (ii) not less than 80% of the votes of the entire membership of the Association (if not proposed by the directors).

(d) No amendment shall make any changes in the qualifications for membership, nor the voting rights of members, without approval in writing by all members.

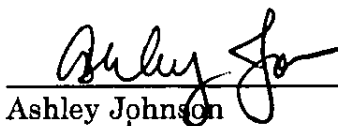
(e) A copy of each amendment shall be filed with the Secretary of State of Florida and shall be recorded in the Official Records of Duval County, Florida.

26. A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except: (i) for any breach of the director's duty of loyalty to the corporation or (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law. If the Florida Nonprofit Corporation Act is amended or superseded after the filing of these Articles to further eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Nonprofit Corporation Act as so amended or by such act as may supersede it. Any repeal or modification of these Articles by the directors or members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

WITNESS MY HAND effective this 24th day of August, 2009.


Stephen C. Baker, Incorporator

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.


Ashley Johnson
8/24/9
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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