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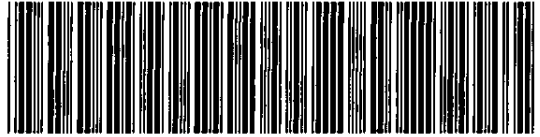
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 MAY 10 P 1:05

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MAY 11 2010
D. A. WHITE

**ARTICLES OF INCORPORATION
OF
SACRED HEART HOSPITAL ON THE GULF GUILD, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name and Principal Office**

The name of this corporation is Sacred Heart Hospital on the Gulf Guild, Inc. The street address of the principal office of the corporation is 3801 E. Hwy. 98, Port St. Joe, Florida 32456. The mailing address of the corporation is the same as the street address.

**ARTICLE II
Corporate Nature**

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in chapter 617 of the Florida Statutes. The corporation shall be without capital stock.

**ARTICLE III
Duration**

The term of existence of the corporation is perpetual.

**ARTICLE IV
General and Specific Purposes**

The general and specific purposes for which this cooperation is formed are:

- a. For the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- b. To promote the charitable interest of Sacred Heart Hospital on the Gulf through its volunteer member cooperation in such charitable activities within its scope.

- c. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- d. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act.
- e. To otherwise operate exclusively for charitable, religious and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code ("Code") in the course of which operation:
 - i. No part of the net earnings of the Corporation shall incur to the benefit of, or be distributable to, any private shareholder or individual, 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 herein;
 - ii. 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 except as authorized under the Code; and

- iii. Notwithstanding any other provisions of these Articles, 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 Code, or (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Code.

ARTICLE V
Management of Corporate Affairs

- a. Board of Directors. The Board of Directors shall supervise, direct and manage the business affairs, property and funds of the Guild. The Board shall exercise all of the powers of the Corporation subject to the limitations contained in the Corporation's Articles of Incorporation, Bylaws and applicable law. The powers of the Board shall include, but not be limited to the following:
 - i. Approve the incurrence of debt of the Corporation.
 - ii. Approve and recommend the financial plans and operating budgets for the corporation.
 - iii. Acquire by purchase, lease, exchange or otherwise, either absolutely or in trust, and own, use, develop, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of, and generally deal with, any real or personal property and rights and privileges therein, wheresoever situated, for any purposes in connection with the foregoing or in any way related thereto.
 - iv. Receive donations, devises, bequests, legacies, gifts and other contributions in money or in property without limitation as to amount or value, except such limitation, if any, as may be specifically imposed by law, and employ the same for the furtherance and development of such one or more of the aforesaid purposes of the Corporation as the Directors

shall in their absolute discretion from time to time determine and under such conditions as they may from time to time determine.

- v. The foregoing clauses shall be construed both as objects and powers and shall be deemed to be cumulative, and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Corporation and the enjoyment thereof as conferred by the laws of the State of Florida. The corporation is formed upon the articles, conditions and provisions herein contained and are subject in all particulars to the limitations relative to non-stock and non-profit corporations contained in the general law of Florida. All of the powers hereinbefore granted to the Corporation are to be exercised solely for the charitable, healing, educational and religious purposes hereinabove specified, and none of the foregoing powers shall be exercised in any manner that would result in a violation of Section 501 (c)(3) of the Code.

The Board of Directors shall consist of at least five (5) individuals, including the elected officers, standing committee chairs and a representative designated by Sacred Heart Hospital on the Gulf. The directors shall be elected as prescribed in the Bylaws.

The President shall fill Standing Committee Chair vacancies by appointment with approval of the Board.

- b. Officers. The officers of the Corporation shall consist of a president, president-elect, secretary, treasurer, and any other officers as may be provided for in the bylaws or by resolution of the Board of Directors. Each officer shall be elected by majority vote in such a manner as may be prescribed by the Bylaws.

- c. Indemnification. The Corporation shall indemnify past or present directors and officers of the Corporation in accordance with and to the fullest extent permitted by the Florida Not For Profit Corporation Act and the Florida Business Corporation Act, insofar as applicable to a corporation not for profit under the Florida law as amended from time to time.

ARTICLE VI
Earnings and Activities of Corporation

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 Article IV hereof.
- b. No substantial part of the activities of the operation 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 any candidate for public office.
- c. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- d. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII
Distribution of Assets

Upon 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, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII
Membership and Dues

Any friend of the hospital eighteen (18) years or over who will endeavor to further the purpose for which the Guild is formed, may become a member upon payment of annual or lifetime dues.

There shall be the following types of members:

- a. Active members who pay dues of not less than \$20.00 per year.
- b. Active members who make a one time due payment of \$100.00 to establish a lifetime membership.

The annual dues are payable in a manner as may be prescribed in the Bylaws.

ARTICLE IX
Incorporators

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

Trish Warriner
1601 Constitution Drive
Port St. Joe, Florida 32456

ARTICLE X
Amendment of Bylaws

Subject to the limitation contained in the Bylaws, and any limitations set forth in the Corporations Not-for-Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of the corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a Resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

ARTICLE XI
Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII
Registered Agent and Office


The address of the corporation's registered office shall be 5151 North Ninth Avenue, Pensacola, Florida, 32504, and the name of its registered agent at said address shall be Karen O. Emmanuel.

ACCEPTANCE OF REGISTERED AGENT

I, Karen O. Emmanuel, do hereby accept appointment as Registered Agent of Sacred Heart Hospital on the Gulf Guild, Inc., a corporation organized not for profit under the laws of the State of Florida, and set of record my residence and address as follows:

Karen O. Emmanuel
General Counsel
Sacred Heart Hospital of Pensacola
5151 North Ninth Avenue
Pensacola, Florida 32504

EXECUTED this 5th day of May, 2010.



Karen O. Emmanuel

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