

Division of Corporations

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Health Central, Inc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA**ARTICLES OF INCORPORATION  
OF  
HEALTH CENTRAL, INC.**

The undersigned incorporator, desiring to organize a not-for-profit corporation pursuant to Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I****Name of Corporation, Mailing Address  
and Address of Principal Office**

The name of the Corporation shall be Health Central, Inc. The principal office and mailing address of the Corporation is 10000 West Colonial Drive, Ocoee, Florida 34761.

**ARTICLE II****Purposes and Powers**

1. **Purposes.** The primary purpose for which this Corporation is formed is to operate one or more hospitals and other health care facilities situated within the geographic boundaries of the West Orange Healthcare District, as those boundaries are set forth in Chapter 2000-450, *Laws of Florida*, to do and perform any and all acts or services that may be incidental or necessary to carry out the recited purposes, and to engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of the State of Florida.

This Corporation shall be authorized to exercise the powers permitted nonstock, nonprofit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and provided further that this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

2. **Powers.** Notwithstanding any other provisions of these Articles of Incorporation, and in extension and not in limitation of the provisions contained elsewhere in these Articles of Incorporation, but subject always to applicable law, the Corporation shall have the following powers:

(a) To lease, acquire, construct, reconstruct, extend, make additions to, enlarge, improve, repair, remodel, restore, equip, furnish and operate one or more nonprofit hospitals, nursing homes, clinics and other health care facilities and programs which are or may be necessary for the care of the sick, injured, infirm, and aged;

(b) To do all acts necessary for the proper maintenance and administration of the nonprofit hospitals, nursing homes, clinics and other health care facilities or programs, and to effect all acts necessary to accomplish the purpose of such administration;

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(c) To carry on educational activities relating to the care to the sick and injured which, in the opinion of the Corporation, may be justified by its facilities, personnel, funds and other factors; to promote and carry on research related to the care of the sick and injured; and to establish educational programs in accord with standards of local, state and national educational organizations and societies;

(d) To participate as far as circumstances may permit, in the opinion of the Corporation, in any activity designed and carried on to promote the general health, rehabilitation, and social needs of the residents of the community and to support or contribute to the operation of any other hospital or health care facility within the State of Florida;

(e) To acquire, purchase, hold, lease and convey such real and personal property as the Board of Directors may deem proper or expedient to carry out the purposes of the Corporation;

(f) To appoint and employ qualified administrators and other personnel whose qualifications are approved by the Board of Directors as being in the best interest of the Corporation's health care operations;

(g) To borrow money and to issue notes, bonds and other evidences of indebtedness of the Corporation to carry out the purposes of the Corporation in a manner consistent with these Articles of Incorporation and applicable law;

(h) To do all other acts and things and to exercise all other powers now or hereafter necessary or proper for the accomplishment of the purposes of the Corporation, subject to applicable law.

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or employee of the Corporation, or to the benefit of any other private individual or to the benefit of any private entity. No director or officer of the Corporation shall receive or be lawfully entitled to receive any compensation or other pecuniary benefit of any kind. No employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary benefit of any kind, except reasonable compensation for services rendered in effecting one or more purposes of the Corporation; provided that neither a director nor an officer of the Corporation shall be considered an employee for purposes of this sentence. 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 intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE III**  
**Term of Existence**

The Corporation shall have perpetual existence.

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**ARTICLE IV**  
**Members**

The Corporation shall have Members. The West Orange Healthcare District, a special independent healthcare district of the State of Florida (the "District") shall be the sole Member of the Corporation.

**ARTICLE V**  
**Directors**

The management of the Corporation shall be vested in a Board of Directors, which shall consist of not less than nine and not more twenty-one persons. The sixteen members of the Board of Trustees of the District at the date of formation of the Corporation shall be the initial Directors. As many as five additional persons may be designated to serve on the Corporation's Board of Directors, with the manner of their election or appointment, their terms of office and other qualifications as provided in the Bylaws. The names and street addresses of the persons who are to serve as the initial Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Carolyn C. Karraker	10000 W. Colonial Drive Ocoee, Florida 34761
Timothy M. Keating	10000 W. Colonial Drive Ocoee, Florida 34761
D. Steven Stanford	10000 W. Colonial Drive Ocoee, Florida 34761
John M. Cappleman, M.D.	10000 W. Colonial Drive Ocoee, Florida 34761
Dye Ann Graham	10000 W. Colonial Drive Ocoee, Florida 34761
Randy A. June, II	10000 W. Colonial Drive Ocoee, Florida 34761
Ann Blakeslee	10000 W. Colonial Drive Ocoee, Florida 34761
Maryke Lee	10000 W. Colonial Drive Ocoee, Florida 34761
H. Gerald Jowers	10000 W. Colonial Drive Ocoee, Florida 34761

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J. Donald Shaw	10000 W. Colonial Drive Ocoee, Florida 34761
Kathy Aber	10000 W. Colonial Drive Ocoee, Florida 34761
Kenneth G. Harker	10000 W. Colonial Drive Ocoee, Florida 34761
Criss W. Marder	10000 W. Colonial Drive Ocoee, Florida 34761
Michael G. Mercado, M.D.	10000 W. Colonial Drive Ocoee, Florida 34761
Beverly Thornton	10000 W. Colonial Drive Ocoee, Florida 34761
Roniece A. Weaver	10000 W. Colonial Drive Ocoee, Florida 34761

**ARTICLE VI**  
**Registered Office and Agent**

The street address of the initial registered office of this Corporation shall be 10000 West Colonial Drive, Ocoee, Florida 34761. The registered agent of the Corporation at the registered office is Richard M. Irwin, Jr. whose address is 10000 West Colonial Drive, Ocoee, Florida 34761.

**ARTICLE VII**  
**Incorporator**

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

<u>Name</u>	<u>Address</u>
Richard M. Irwin, Jr.	10000 W. Colonial Drive Ocoee, Florida 34761

**ARTICLE VIII**  
**Indemnification**

The Corporation shall be authorized to provide indemnification to the persons and in the manner as follows:

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(i) To the extent not otherwise in conflict with the provisions of Article II of these Articles of Incorporation, the Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that he is or was a member, director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

(j) To the extent not otherwise in conflict with the provisions of Article II of these Articles of Incorporation, the Corporation shall indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a member, director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if the person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this provision in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(k) To the extent that a member, director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in sections (a) or (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection with such proceeding.

(l) Any indemnification under sections (a) or (b), unless pursuant to a determination by a court of competent jurisdiction, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member, director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct described in section (a) or (b) of this Article. That determination shall be made by (i) the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such proceeding, or if such a quorum is not obtainable, then by majority vote

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of a committee designated by the Board of Directors, including those Board members who are parties to the proceeding, consisting solely of two or more directors who are not at the time parties to the proceeding; or (ii) independent legal counsel selected by the full Board of Directors or by the committee; or (iii) the members of the Corporation by majority vote of a quorum consisting of members who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of members who were not parties to such proceeding.

(m) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible; provided, however, that if permissibility is determined by independent legal counsel, then the reasonableness of any expenses shall be determined by the directors or the committee appointing such counsel.

(n) The Corporation may pay expenses incurred by an officer, director or member in defending a civil or criminal proceeding in advance of the final disposition of such proceeding on the receipt of an undertaking by the officer, director, or member to repay such amount to the Corporation if he is ultimately found not to be entitled to indemnification by the Corporation. Expenses incurred by employees and agents of the Corporation may be paid in advance upon such terms and conditions that the Board of Directors deems appropriate.

(o) The indemnification and advancement of expenses provided by this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its members, directors, officers, employees or agents, under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any member, director, officer, employee or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute (i) a violation of the criminal law (unless the member, director, officer, employee or agent had no reasonable cause to believe his conduct was unlawful), (ii) a transaction from which the member, director, officer, employee or agent derived an improper personal benefit, or (iii) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

(p) Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a member, director, officer, employee or agent and shall inure to the benefit of heirs, executors and personal representatives of such person, unless otherwise provided when authorized or ratified.

(q) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who was a member, director, officer, employee or agent, or who was serving at the request of the Corporation as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such,

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whether or not the Corporation would have the power to indemnify him under the provisions of this Article.

(r) Terms not expressly defined in this Article shall be as defined elsewhere in the Articles of Incorporation or as provided in sections 607.0850 and 617.0831, *Florida Statutes* (2010). The indemnification provisions of this Article are intended to be as broad as permissible by Florida law and shall be deemed to automatically incorporate any expansion of the indemnification provisions which subsequently become law.

#### **ARTICLE IX** **Dissolution**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the *Florida Statutes*. In the event of a dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(s) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(t) The remaining assets shall be distributed to the District in accordance with the terms of any lease or similar agreement then being in effect for the purpose of continuing the operation of a hospital or other health care facilities, and the carrying out of all other purposes for which this Corporation was created; provided that if the distribution of the assets to the District would require the District to obtain a certificate of need, license, or similar authorization from the Florida Agency for Health Care Administration or its successor agency or another agency of the State of Florida regulating the delivery of health care services, the distribution of the assets to the District shall be effected only upon the District's receipt of such authorization. Should the West Orange Healthcare District be unwilling or unable to accept the assets of this Corporation for the purposes herein expressed, then, under the jurisdiction of the Circuit Court of Orange County, Florida, the assets shall be distributed to another governmental unit of the State of Florida, or to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan of dissolution adopted in accordance with law and in the manner set forth above in this Article IX, to be used to accomplish the purposes for which the Corporation was organized. Under no circumstances shall any of the assets of this Corporation, upon dissolution, be distributed to any private individual.

#### **ARTICLE X** **Bylaws**

The Bylaws of the Corporation shall be made and adopted by, and may be altered, amended, or repealed by, the Board of Directors, as provided in the Bylaws of the Corporation.

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**ARTICLE XI**  
**Amendment of Articles of Incorporation**

Amendments to these Articles may be proposed by the Board of Directors at a duly called meeting of the Board of Directors at which a quorum is present, provided that the notice of meeting contains a full statement of the proposed changes, and then adopted by resolution of the sole Member. Nothing in this Article XI shall be deemed to prevent the sole Member from amending these Articles without an act of the Board of Directors.

In Witness Whereof, the Incorporator has executed these Articles of Incorporation this  
18 day of March, 2011.

By:   
Richard M. Irwin, Jr.,  
Incorporator

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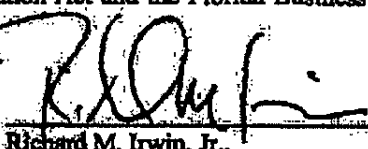
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, *Florida Statutes*, the following is submitted:

That Health Central, Inc., desiring to organize under the laws of the State of Florida with its initial principal office and mailing address, as indicated in the Articles of Incorporation, at 10000 West Colonial Drive, City of Ocoee, County of Orange, State of Florida, has named Richard M. Irwin, Jr., located at 10000 West Colonial Drive, City of Ocoee, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act and the Florida Business Corporation Act relative to keeping open the registered office.

  
Richard M. Irwin, Jr.,  
Registered Agent