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TALLAHASSEE, FLORIDA

J. Shivers MAY 15 2012



Linda L. Fleming  
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West Palm Beach

May 11, 2012

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation

Dear Sir or Madam:

We have enclosed an original of the Articles of Incorporation for Jupiter Health Outpatient Services, Inc. In addition, we have enclosed a check from this law firm in the amount of \$78.75, representing the filing fee of \$35.00, the fee for registered agent designation of \$35.00, and \$8.75 for one certified copy of the Articles of Incorporation. Please forward the certified copy to me at the address above.6

If you have any questions or would like to discuss this matter further, please contact me at this address or call me at (813) 229-4359. Thank you for your assistance.

Sincerely,

Linda L. Fleming

Enclosures

cc: James J. Kennedy, III, Esq. (w/enclosures)

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**ARTICLES OF INCORPORATION  
OF  
JUPITER HEALTH OUTPATIENT SERVICES, INC.**

The undersigned, acting as incorporator pursuant to Chapter 617, Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida as follows:

**ARTICLE I  
NAME**

The name of the corporation is Jupiter Health Outpatient Services, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 1210 S. Old Dixie, Highway, Jupiter, Florida 33458.

**ARTICLE III  
PURPOSES AND POWERS**

Section 1. The purposes for which the Corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under section 501(c)(3), of the Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, 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 herein. 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 and distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2. The Corporation shall be engaged to:

(a) Provide comprehensive ambulatory care services and other health care services to improve the health of the people in the community served by the Corporation; and

(b) Participate in activities designed to promote the general health and social needs of the community, including without limitation, the needs of the indigent and the working poor without regard to ability to pay; and

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(c) Conduct any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, and in particular, without limitation, Chapter 617 of the Florida Statutes; and

(d) Establish, develop, sponsor, promote, and/or conduct educational programs, scientific research, and other activities, all in promotion and support of the interests and purposes of the Corporation described in subparagraph (a) of this Article.

Section 3. The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects.

#### **ARTICLE IV MEMBERS**

The Corporation will have one Member, who shall have the powers set forth in the Bylaws. The sole Member is:

Jupiter Medical Center, Inc.  
1210 S. Old Dixie Highway  
Jupiter, Florida 33458

#### **ARTICLE V DIRECTORS**

The Corporation shall have five (5) director(s) initially. The number of directors may be increased or decreased from time to time as specified in the Bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors. All members of the Board of Directors shall be approved by the Member. The name and address of each initial director of the Corporation who shall serve until his/her successor is duly elected and qualified or until his/her earlier resignation, removal from office or death are:

John D. Couris  
1210 S. Old Dixie Hwy.  
Jupiter, FL 33458

Teresa F. Wentz  
1210 S. Old Dixie Hwy.  
Jupiter, FL 33458

Sherri Ann Lewman  
1210 S. Old Dixie Hwy.  
Jupiter, FL 33458

Joseph R. Taddeo  
1210 S. Old Dixie Hwy.  
Jupiter, FL 33458

Douglas Brown  
1210 S. Old Dixie Hwy.  
Jupiter, FL 33458

#### **ARTICLE VI REGISTERED OFFICE AND AGENT**

The name and the Florida street address of the registered agent of the Company is CFRA, LLC, 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

#### **ARTICLE VII INCORPORATOR**

The name of the incorporator signing these articles of incorporation is James J. Kennedy, III, Esq. and his address is 4221 West Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607-5780.


#### **ARTICLE VIII AMENDMENT**

The power to adopt, alter, amend, or repeal any provisions of these Articles of Incorporation or the Corporation's bylaws shall be vested in the Member of the Corporation.

#### **ARTICLE IX DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of the Code, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11 day of May, 2012.

  
James J. Kennedy, III, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 617, Florida Statutes.

Effective as of the 11 day of May, 2012.

REGISTERED AGENT:

CFRA, LLC

By: James J. Kennedy, III  
James J. Kennedy, III, Authorized Agent

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