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SECRETARY OF STATE  
TALLAHASSEE, FL 32304

**ARTICLES OF INCORPORATION  
OF  
HALIFAX HEALTH, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is "Halifax Health, Inc.," hereinafter referred to as the "Corporation."

**ARTICLE II - PURPOSES**

The Corporation is organized exclusively for such charitable, educational and scientific purposes as (a) will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future United States Internal Revenue Law and (b) will qualify its income for exclusion from gross income for federal income tax purposes pursuant to Section 115(1) of the Code, or the corresponding section of any future United States Internal Revenue Law. The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, on a non-stock basis, to assist the Halifax Hospital Medical Center (the "District"), a special tax district, public body corporate and politic of Florida, created by Chapter 2003-374, Laws of Florida, as amended (the "Special Act"), in carrying out its essential governmental function of operating and maintaining hospitals, medical facilities, and other health care facilities for the preservation of the public health and the District's related duties and responsibilities pursuant to the Special Act. The formation of the Corporation by the District is expressly authorized by Section 7(3) of the Special Act.

Within the scope of the foregoing, the Corporation is formed for the specific purpose of providing health care services and establishing health care facilities in the community on its own, and in conjunction with others, in order to effectively meet the needs of the community served by the District. In that manner, the Corporation will serve to promote the general health of the citizens of the District. The Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation, while exercising any one or more powers, shall do so exclusively in the furtherance of the corporate purpose described in this Article II, only in furtherance of a charitable, educational, or scientific purpose, within the meaning of Section 501(c)(3) of the Code, and only in a manner consistent with the essential governmental purposes of the District.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or other private person, except as

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reasonable compensation for the services rendered or to make payments in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code). 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not (a) permitted to be carried on by (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) an organization to which contributions are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law, or (b) in furtherance of the essential governmental functions of the District, within the meaning of Section 115(1) of the Code, or corresponding section of any future United States Internal Revenue Law.

#### **ARTICLE III - PRINCIPAL OFFICE**

The street address of the initial principal office is 303 North Clyde Morris Boulevard, Daytona Beach, Florida 32114.

#### **ARTICLE IV - MEMBERSHIP**

Section 1. Sole Member. The Sole Member of the Corporation shall be the District.

Section 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 3. Inspection of Books and Records. The Sole Member shall have the right to demand an audit of the books and records of the Corporation at any time. A copy of the annual audit of the books and records of the Corporation shall be provided to the Sole Member.

#### **ARTICLE V - TERM**

The term of the Corporation shall be perpetual, except as provided in Article XII hereof.

#### **ARTICLE VI - SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation are:

Jeff Feasel  
303 North Clyde Morris Boulevard  
Daytona Beach, FL 32114

William J. Griffin  
303 North Clyde Morris Boulevard  
Daytona Beach, FL 32114

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**ARTICLE VII - REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 303 North Clyde Morris Boulevard, Daytona Beach, Florida 32114 and the initial registered agent at said address is David J. Davidson.

**ARTICLE VIII - BOARD OF DIRECTORS**

Section 1. Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The Board of Directors shall consist of not more than seven (7) Directors, each of whom shall be a Commissioner of the District.

The following persons shall constitute the initial Board of Directors and shall serve until their successors are appointed:

Daniel G. Francati  
21 Coquina Ridgeway  
Ormond Beach, FL 32174

John P. Johnson  
101 Corsair Drive, Room 200  
Daytona Beach, FL 32114

Art Giles  
957 Duncan Road  
South Daytona, FL 32119

Glenn Ritchey  
551 North Nova Road  
Daytona Beach, FL 32114

Harold L. Goodmote, II  
619 North Beach Street  
Daytona Beach, FL 32114

Susan Schandel  
One Daytona Boulevard  
Daytona Beach, FL 32114

Karen Jans  
312 Georgetown Drive  
Daytona Beach, FL 32118

Section 2. Term. The terms of Directors shall coincide with their terms as Commissioners of the District.

Section 3. Criteria of Directors. Persons eligible for membership on the Board of Directors of the Corporation shall initially and at all times be Commissioners of the District.

Section 4. Compensation. Directors shall not be compensated for the performance of their duties as Directors but shall be reimbursed for their expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

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Section 5. Restrictions on Authority of Board. The Board of Directors of the Corporation may not, without the prior approval of the Sole Member of the Corporation:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (d) Adopt any annual or long-term capital and operational budgets of the Corporation or approve any changes therein;
- (e) Amend, take any action to terminate, or give any notice not to renew any staffing or management agreement between the Corporation and the District;
- (f) Take any action which would, or reasonably could be expected to, cause the Corporation to exceed its annual budget for capital expenditures;
- (g) Take any action which would, or reasonably could be expected to, result in an adverse variance (on an annualized basis) of total expenses of greater than 5% of total annual volume-adjusted budgeted expenses; or
- (h) Retain attorneys, accountants, architects, engineers, financial advisors, underwriters, actuaries, or insurance consultants.

#### ARTICLE IX - OFFICERS

Section 1. Officers of the Board. The officers of the Board of Directors shall at all times be identical to and have the same functions as, the officers of the Board of Commissioners of the District.

Section 2. Officers of the Corporation. The Board of Directors shall, at annual meetings of the Board, elect a CEO/President, a COO/Vice-President, CFO/Vice-President and a Secretary, each of whom shall serve at the pleasure of the Board and each of whom shall be an Officer of the Corporation. The Officers of the Corporation shall have such duties as set forth in the Bylaws or as established by the Board. There may be such other officers and assistant officers of the Corporation as may be deemed necessary by the Board of Directors and as provided in the Bylaws.

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**ARTICLE X - ADOPTION AND AMENDMENT TO THE BYLAWS**

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend, or rescind the same by affirmative vote by two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice. Neither the original adoption by the Board of Directors of Bylaws nor any later modification, alteration, amendment, or rescission of the Bylaws shall be effective until such action has been approved by the Sole Member.

**ARTICLE XI - AMENDMENT TO THE ARTICLES OF INCORPORATION**

The Board of Directors may amend, alter or repeal any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and such proposal shall be adopted by affirmative vote by two-thirds (2/3) of the total voting members of the Board at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice. No amendment, alteration, or repeal of these Articles of Incorporation adopted by the Board of Directors shall be effective until such action has been approved by the Sole Member.


**ARTICLE XII - DISSOLUTION**

The Board of Directors may not dissolve the Corporation without the prior approval of the Sole Member. In the event of dissolution of the Corporation, the residual assets of the Corporation shall be distributed to the District to be used exclusively for a public purpose, and none of the assets will be distributed upon such dissolution to any Officer or Director of the Corporation or any other private person.

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IN WITNESS WHEREOF, we do make and file these Articles of Incorporation hereby declaring and certifying under oath that the facts set forth herein are true, and we accordingly set our hands and seals at Daytona Beach, Florida on the dates indicated below.

Date: 10/23/12

  
Jeff Feibel

Date: 10/23/12

  
William J. Griffin

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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 Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Halifax Health, Inc. is a corporation existing under the laws of the State of Florida with its principal office in the City of Daytona Beach, County of Volusia, State of Florida, and has designated DAVID J. DAVIDSON located at 303 North Clyde Morris Boulevard, Daytona Beach, Florida 32114 as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said principal office.

By 

David J. Davidson

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12 OCT 25 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA