

Division of Corporation

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**FLORIDA PROFIT/NON PROFIT CORPORATION
HALIFAX CLINICAL INTEGRATION, INC.**

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ARTICLES OF INCORPORATION
OF
HALIFAX CLINICAL INTEGRATION, 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 Clinical Integration, 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.

Within the scope of the foregoing, the Corporation is formed for the specific purpose of establishing, operating, expanding, and diversifying a modern integrated system for the delivery of health care services, in order to effectively meet the needs of the community served by 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 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

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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 Halifax Healthcare Systems, Inc..

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 initial Board of Directors shall consist of four (4) natural persons. The number of directors may be increased or decreased as provided in the Bylaws of the Corporation, but in no event shall there be less than three (3) directors. The terms of each director and the manner of their election or appointment shall be as specified in the Bylaws of the Corporation.

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

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

Ann Martorano
303 North Clyde Morris Boulevard
Daytona Beach, FL 32114

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

Eric Peburn
303 North Clyde Morris Boulevard
Daytona Beach, FL 32114

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.

ARTICLE IX - OFFICERS

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

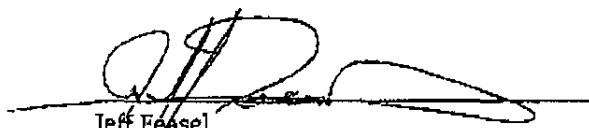
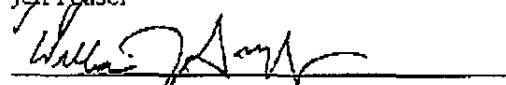
The Board of Directors may amend, alter or repeal any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and such proposal shall be adopted by affirmative vote by two-thirds (2/3) of the total voting members of the Board at a 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 of Halifax Clinical Integration, Inc. 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: 12/3/13Date: 12/3/2013
Jeff Feasel
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 Clinical Integration, 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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