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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
Saint Martin De Porres Medical Center, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SAINT MARTIN DE PORRES MEDICAL CENTER, INC.**

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The undersigned Incorporator, in order to form a not-for-profit corporation for the purposes stated in these Articles, in accordance with the provisions of the Florida Not-For-Profit Corporation Act (the "Act"),

does hereby certify that:

**ARTICLE I. NAME**

The name of the corporation is Saint Martin de Porres Medical Center, Inc. (the "Corporation").

**ARTICLE II. ADDRESS**

A. The address of the Corporation's initial principal office in the State of Florida is

Name

Address

Luis A. Jimenez

c/o Queen of Peace Catholic Church  
6455 S.W. State Road 200  
Ocala, FL 34476

B. The mailing address of the corporation is the same as that of its initial principal office in the State of Florida.

**ARTICLE III. REGISTERED OFFICE AND AGENT**

A. The address of the Corporation's registered office in the State of Florida is

Name

Address

Luis A. Jimenez

c/o Queen of Peace Catholic Church  
6455 S.W. State Road 200  
Ocala, FL 34476

B. The name of the Corporation's registered agent at that address is Luis A. Jimenez, a resident of Florida.

#### ARTICLE IV. PURPOSE

A. The Corporation is a nonprofit organization incorporated and operated exclusively for charitable and religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law). More specifically, the Corporation shall provide healthcare services to all persons, born and unborn, in a manner consistent with the Magisterium of the Roman Catholic Church and without regard to the race, color, religion, sex, national origin, or financial means of such persons.

B. In furtherance of the foregoing purposes, the Corporation has all powers granted to a corporation under the Act and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

C. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation must be limited to reasonable amounts. No substantial part of the activities of the Corporation may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under section 501(c)(3) of the Code. The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of section 501(c)(3) of the Code.

D. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by:

1. a corporation exempt from federal income tax under section 501(c)(3) of the Code; or
2. a corporation contributions to which are deductible under section 170(c)(2) of the Code.

#### ARTICLE V. MEMBERS

The Corporation has no members.

#### ARTICLE VI. DIRECTORS

- A. The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation.
- B. The qualifications, manner of election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Bylaws of the Corporation.
- C. The directors have the power to adopt, amend, or repeal the Bylaws.

#### ARTICLE VII. INCORPORATOR

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Brendan M. Wilson	c/o Caplin & Drysdale, Chartered One Thomas Circle, NW, Suite 1100 Washington, DC 20005

The powers of the incorporator cease upon the appointment of initial directors of the Corporation.

#### ARTICLE VIII. PRIVATE FOUNDATION RULES

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions:

1. the Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;
2. the Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;
3. the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;
4. the Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and
5. the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

#### **ARTICLE IX. DISSOLUTION**

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

1. None of the property of the Corporation or any proceeds of that property may be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual.

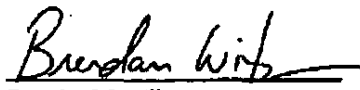
2. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation must be distributed to one or more organizations formed and operated exclusively for educational or charitable purposes within the meaning of section 501(c)(3) of the Code, if the following conditions are met:

(a) such organizations must be exempt from federal income taxes by reason of section 501(c)(3) of the Code; and

(b) contributions to such organization must be deductible by reason of section 170 of the Code.

*(Signature on next page.)*

The undersigned Incorporator named above does hereby affirm that these Articles of Incorporation of Saint Martin de Porres Medical Center, Inc. are his act and deed and the facts stated in these Articles are true, and, accordingly, he has executed these Articles as of July 30, 2014.

A handwritten signature in black ink, appearing to read "Brendan Wilson", with a horizontal line drawn underneath it.

Brendan M. Wilson  
Incorporator

7/30/2014 12:58:02 From: To: 8506176381

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the Saint Martin de Porres Medical Center, Inc. at the place designated in these Articles of Incorporation, I am familiar with the obligations of that position and hereby accept appointment as registered agent and agree to act in this capacity.

Luis A. Jimenez

By: 

Date: 7-30-2014