

Division of Corporations

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Email Address: Hugh.Middlebrooks@jaxhealth.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
ST. VINCENT'S URGENT CARE, INC.**

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ARTICLES OF INCORPORATION  
OF  
ST. VINCENT'S URGENT CARE, INC.

(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt, and subscribe the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATION**

**Section 1.1 Name.** The name of the corporation is ST. VINCENT'S URGENT CARE, INC., a Florida not for profit corporation (the "Corporation").

**Section 1.2 Definitions.** The words and phrases not otherwise defined in these Articles of Incorporation shall have the meanings ascribed thereto in the Bylaws of the Corporation.

**ARTICLE II**  
**PURPOSES**

**Section 2.1 Purposes.** The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and Ascension:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons unless allowed by Section 501(c)(3) of the Code and the Act, 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.
- (ii) 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 or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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- (iii) Notwithstanding any other provisions of the Corporation's Bylaws and Governing Documents, the Corporation shall only operate for charitable purposes, and the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE III**  
**DURATION**

**Section 3.1** **Period of Existence.** The period during which the Corporation shall continue is perpetual.

**ARTICLE IV**  
**REGISTERED AGENT AND OFFICE AND PRINCIPAL OFFICE**

**Section 4.1** **Registered Agent and Registered Office.** The name and address of the Corporation's registered agent and office for service of process, at the time of execution of these Articles of Incorporation, are:

J. Hugh Middlebrooks  
1 Shircliff Way, Suite 1114  
Jacksonville, Florida 32204

**Section 4.2** **Principal Office and Mailing Address.** At the time of execution of these Articles of Incorporation, the principal office of the Corporation and mailing address of the Corporation, are:

**Principal Office:**  
St. Vincent's Medical Center, Inc.  
1 Shircliff Way  
Jacksonville, Florida 32204

**Mailing Address:**  
J. Hugh Middlebrooks  
1 Shircliff Way, Suite 1114  
Jacksonville, Florida 32204

**ARTICLE V**  
**INCORPORATOR**

**Section 5.1** **Incorporator.** The name and address of the Incorporator to these Articles of Incorporation is J. Hugh Middlebrooks, 1 Shircliff Way, Suite 1114, Jacksonville, Florida 32204.

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**ARTICLE VI**  
**MEMBERSHIP**

**Section 6.1 Number and Eligibility.** There shall be one (1) member of the Corporation, which shall be known as the "Corporate Member," and such Corporate Member shall be St. Vincent's Health System, Inc., a Florida not for profit corporation.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

**Section 7.1 Directors.** The composition of the Board of Directors and the method of election of the Board of Directors are described in the Bylaws of the Corporation.

**ARTICLE VIII**  
**PROVISIONS FOR REGULATION AND CONDUCT**  
**OF THE AFFAIRS OF CORPORATION**

**Section 8.1 Bylaws.** The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with applicable law of the State of Florida.

**Section 8.2 Disposition of Assets.** Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of Ascension Health) and in accordance with the following:

- 8.2.1** The paying, or the making of provision, of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures, and other similar documents.
- 8.2.2** Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as determined by Ascension.
- 8.2.3** Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a 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.

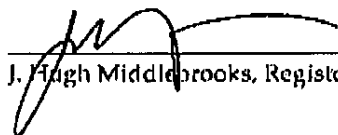
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of September 2016.

  
J. Hugh Middlebrooks  
Incorporator

**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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 obligation of my position as registered agent.

  
J. Hugh Middlebrooks, Registered Agent

Date

9/30/16

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