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Peter M. Wright

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August 29, 1997

Via United Parcel Service

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-09/03/97-01015-001

\*\*\*87.50 \*\*\*87.50

Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Amended and Restated Articles of Incorporation of Princeton Hospital,  
Inc.

Dear Sirs:

Please file the enclosed Amended and Restated Articles of Incorporation, returning  
the certified copy in the enclosed Federal Express envelope.

Our check in the amount of \$87.50 is enclosed to cover filing fees.

Please call me at my direct dial number with any questions.

Sincerely,

*Peter M. Wright*  
Peter M. Wright

PMW/bkc  
Enclosures  
[AD972400.031]

*Amended & Restated Art. & N/A*

VS SEP 11 1997

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RHA/PRINCETON HOSPITAL, INC.

FILED  
97 SEP -3 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ONE

Name

The name of the corporation shall be:

Princeton Hospital, Inc.

TWO

Perpetual Duration

The corporation shall have perpetual duration.

THREE

Nonprofit Corporation and  
Charitable Purposes

The corporation shall be a nonprofit corporation under the provisions of the Florida Not-for-Profit Corporation Act, Fla. Stat. Ann. 617.001, 617.2101 (West 1977 & Supp. 1987) (the "Act"). It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, to establish, acquire, own, maintain, and operate nursing homes, hospitals, and related health care facilities, including retirement housing for elderly persons and facilities for the care of the developmentally disabled. In furtherance of such purposes, the corporation shall have full power and authority:

- (a) To establish, acquire, own, maintain, operate, and manage nursing homes, hospitals, and related health care facilities, including retirement housing for elderly persons and facilities for the care of the developmentally disabled;
- (b) To construct, operate, maintain, improve, buy, own, sell, convey, assign, mortgage, or lease any real property and any personal property necessary or incident

to the acquisition, ownership, maintenance, and operation of nursing homes, hospitals, and related health care facilities and retirement housing for elderly persons and facilities for the care of the developmentally disabled;

(c) To provide nursing and hospital care and other health care services and facilities and housing facilities for elderly persons and facilities for the care of the developmentally disabled;

(d) To accept and receive gifts, grants, contributions, and bequests of real and personal property for the use and benefit of such nursing homes, hospitals, and related health care facilities and retirement housing for elderly persons and facilities for the care of the developmentally disabled;

(e) To hold, invest, reinvest, and expend such funds and properties so received for such purposes;

(f) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and

(g) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

## **FOUR**

### **Publicly Supported Tax-Exempt Nonprofit Corporation**

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, officer, or trustee of the corporation, or any other private person; but 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 as set forth in Article Three hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.



**FIVE**

**Board of Directors**

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code.

**SIX**

**Members**

The Corporation shall have no members.

**SEVEN**

**Initial Board of Directors**

The Board of Directors of the corporation serving under these amended and restated articles of incorporation as of August 29, 1997 shall consist of seven (7) individuals, whose names and addresses are set forth below. Each such individual shall serve as a director until his successor has been elected and has qualified.

**Name**

**Address**

Mr. Chet H. Bradeen

Exceler Health Care  
79 High Street  
Eton  
Windsor, Berkshire SL46AF  
United Kingdom

Robert B Coats, Jr.

311 Dawnbrook Drive  
Flat Rock, NC 28731

Mr. Howard Oakes

Weinburg & Associates  
1932 N. Druid Hill Roads, N.E.  
Suite 200  
Atlanta, GA 30319

William P. Walker

Synergistic Consulting Group  
224 Quail Lane  
Lake Martin  
Dadeville, AL 36853-9328

Bryant G. Coats

Resource Healthcare of America, Inc.  
One Buckhead Plaza, Suite 1150  
3060 Peachtree Road, NW  
Atlanta, GA 30305

Charles W. Northcutt, III

Houston Paper Company  
600 Monument Street  
Dothan, AL 36303

James D. Loftin, Jr.

410 Twitchell Road  
Dothan, AL 36303

## **EIGHT**

### **Dissolution of Corporation**

Upon dissolution of the corporation, all of the assets of the corporation after paying or making provision for payment of all of the liabilities of the corporation shall be disposed of by a court of competent jurisdiction for 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.

## **NINE**

### **Registered and Principal Offices and Registered Agent**

The registered agent of the corporation, and the registered office of the corporation shall be CT Corporation System, Inc., 1200 S. Pine Island Road, Plantation, FL 33324.

The principal office of the corporation is 1800 Mercy Drive, Orlando, FL 32808

## **TEN**

### **Definitions**

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

## **ELEVEN**

### **Incorporator**

The name and address of the Incorporator is as follows:

Peter M. Wright  
Alston & Bird  
One Atlantic Center  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424

## **TWELVE**

### **Amendments**

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office.

## **THIRTEEN**

### **Indemnification**

A director of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any

appropriation, in violation of his duties, of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Act. Any repeal or modification of this paragraph by the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

By resolutions of the board of directors of RHA/Home Office, Inc., the Corporation's sole member prior to the adoption of this amendment, and of the Board of Directors of the Corporation, adopted on August 29, 1997 by the unanimous vote of all seven (7) directors of RHA/Home Office, Inc. then in office, and by the unanimous vote of all seven (7) directors of the corporation then in office, respectively, the foregoing Amended and Restated Articles of Incorporation were adopted. No other persons are required, under the Act, to approve this amendment. Any amendments included in the restatement have been adopted pursuant to Section 617.1007(4), Florida Statutes. There is no discrepancy between the corporation's articles of incorporation as theretofore



amended and the provisions of the restated articles of incorporation other than the inclusion of such amendments and the omission of matters of historical interest.

RHA/PRINCETON HOSPITAL, INC.

By:   
John West, Vice President

Attest:

  
Chase Northcutt, Assistant Secretary

STATE OF GEORGIA  
COUNTY OF FULTON

This is to certify that on this 29 day of Aug, 1997, before me, a notary public, personally appeared John West and Chase Northcutt, each of whom, being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, that he was authorized so to sign, and that the statements herein contained are true.

Witness my hand and official seal, this 29 day of Aug, 1997.

  
Notary Public

(SEAL)

My Commission Expires:

