

N94000004673

TRICKEL, LEIGH & MANN, P.A.

WILLIAM TRICKEL JR.
RICHARD A. LEIGH
KENNETH L. MANN
STEPHEN H. PRICE
OF COUNSEL
JAMES A. McNABB JR.

ATTORNEYS AT LAW
39 WEST PINE STREET
ORLANDO, FLORIDA 32801-2695
FAX (407) 648-2109
(407) 422-8154

OF COUNSEL
METZGER SOMMERBORN & RUTTER, P.A.
ATTORNEYS AT LAW
BARRISTERS BUILDING, SUITE 300
1815 FORUM PLACE - P.O. BOX 024486
WEST PALM BEACH, FL 33402-4486

September 14, 1994

Secretary of State
Division of Corporations
P. . . Box 6327
Tallahassee, FL 32314

800001280768
-09/19/94--01093--009
****122.50 ****122.50

Re: Southwest Volusia Health Services, Inc.

Ladies/Gentlemen:

In connection with the above referenced not-for-profit corporation, please find enclosed the following :

1. Articles of Incorporation with Certificate of Designating Place of Business and Naming Registered Agent along with an extra copy for conforming and certifying;
2. Our firm's check in the amount of \$122.50 representing your fee for Filing fees:

Certified Copy	\$	52.50
Registered Agent	\$	35.00
Filing fees	\$	35.00

Please return one copy of this letter as acknowledgement of receipt of same.

If you should have any questions, please do not hesitate to give me a call.

Yours very truly,

William Trickel, Jr.

drs
enclosure
cc: Randy Haffner
Gary Skilton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
94 SEP 19 AM 7:43

KAN 9-21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
94 SEP 19 AM 7:43

ARTICLES OF INCORPORATION
OF
SOUTHWEST VOLUSIA HEALTH SERVICES, INC.
(a not-for-profit corporation)

The undersigned incorporator, desiring to organize a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be **Southwest Volusia Health Services, Inc.** (the "Corporation").

ARTICLE II
PURPOSES AND POWERS

1. Purpose. The Corporation is organized solely for scientific, educational, health care, and charitable purposes and not for pecuniary profit. The purposes for which the Corporation is organized are (i) to finance, construct, and operate (either directly or indirectly by contract or through one or more other entities) medical offices, ambulatory care facilities, and other health care facilities on behalf of the Southwest Volusia Healthcare Corporation, a not-for-profit Florida corporation in Volusia County, Florida, which operates Volusia Medical Center, (ii) to arrange for the financing and construction of a medical office building, and to arrange for the financing and construction of other health care facilities for the purpose of providing health care to indigents and for pay patients, and (iii) to participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the District, provided that the Corporation shall be operated exclusively for scientific, educational, health care, and charitable purposes.

2. Powers. Notwithstanding any other provisions of these Articles of Incorporation, and in extension and not in limitation of the provisions contained elsewhere in these Articles of Incorporation, but subject always to the applicable law, the Corporation shall have the following powers:

(a) To construct, reconstruct, extend, make additions to, enlarge, improve, repair, remodel, restore, equip, furnish, operate, lease (as lessor or lessee), and sublease medical office facilities and other health care facilities now or hereafter located in the District and which are or may be directly or indirectly owned by or under the supervision, operation, and control of the Southwest Volusia Healthcare Corporation;

(b) To sue and be sued in the name of the Corporation, to contract and be contracted with, to adopt and use a common seal and to alter the seal at the pleasure of the Board of Trustees;

(c) To acquire, purchase, hold, lease, and convey such real and personal property as the Board of Trustees may deem proper or expedient to carry out the purposes of the Corporation;

(d) To appoint and employ qualified managers and other personnel whose qualifications are approved by the Board of Trustees;

(e) To employ such other agents and employees as the Board of Trustees may deem advisable;

(f) To borrow money and to issue notes, bonds, and other evidences of indebtedness of the Corporation to carry out the purposes of the Corporation in a manner consistent with these Articles of Incorporation and applicable law;

(g) To receive gifts, devises and bequests of money or of property of all kinds; and

(h) To do all other acts and things and to exercise all other powers now or hereafter necessary or proper for the accomplishment of the purposes of the Corporation, subject to the provisions of applicable law.

No part of the net earnings of the Corporation shall inure to the benefit of any trustee, officer, or employee of the Corporation, or to the benefit of any other private individual, or to the benefit of any private entity. No member or trustee of the Corporation shall receive or be lawfully entitled to receive any compensation or other pecuniary benefit of any kind from the Corporation. No employee of the Corporation shall receive or lawfully be entitled to receive any pecuniary benefit of any kind, except reasonable compensation for services rendered in effecting one or more purposes of the Corporation; provided that neither a member nor a trustee of the Corporation shall be considered an employee for purposes of this sentence. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

2. Definitions. As used in these Articles of Incorporation, the following terms have the definitions indicated below:

(a) "Medical office facility" means one or more office buildings.

(b) "Health care facilities" means any real property or interest therein, building, structure, facility, machinery, equipment, furnishings, or other property suitable for use by the Corporation in connection with its operations or proposed operations including, without limitation, real property therefor, clinics, computer facilities, health care facilities, laboratories, laundries, maintenance facilities, parking structures and areas, pharmacies, recreational facilities, research facilities, storage facilities, utilities, x-ray facilities, or any combination of the foregoing, and other structures or facilities related thereto or required or useful for health care purposes, the conducting of research, including facilities or structures essential for the operation of a particular facility or structure in the manner for which its use is intended.

ARTICLE III
MEMBERS

The Corporation is organized on a nonstock basis. As long as the Corporation exists, the Corporation shall have six (6) members. Southwest Volusia Healthcare Corporation, a Florida not-for-profit corporation ("Healthcare") shall have the power and authority to appoint six members of the Corporation. Each member appointed by Healthcare shall serve at the pleasure of Healthcare. Upon any death, resignation, removal or termination of the term of office of a member appointed by Healthcare, the vacancy shall be filled by Healthcare. Evidence of membership shall consist solely of these Articles of Incorporation of the Corporation and any written resolution or similar document of the entity appointing the member. A membership in the Corporation shall not constitute an interest in property of any kind and shall not be subject to sale, transfer, pledge, encumbrance, bequest, or other disposition.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless these Articles of Incorporation are amended to provide for a different term of existence.

ARTICLE V
TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees of six members. The Board of Trustees shall, at all times, consist of six members of the Corporation appointed in the manner set forth in Article III of these Articles of Incorporation, as they may be constituted from time to time. All meetings of the Board of Trustees shall be open to the public and held after public notice. The names and addresses of the initial Board of Trustees are as follows:

Maridan Blair
2400 Bedford Road
Orlando, FL 32803

Rich Morrison
601 E. Rollins St.
Orlando, FL 32803

Richard Reiner
601 E. Altamonte Dr.
Altamonte Springs, FL 32710

Bob Caddick
701 W. Plymouth Avenue
DeLand, FL 32721

Peg Anderson
701 W. Plymouth Avenue
DeLand, FL 32721

Joe Henry
822 Tammerlane Street
Deltona, FL 32725

ARTICLE VI
REGISTERED OFFICE AND AGENT

The registered office of the Corporation in the State of Florida will be located at 39 West Pine Street, Orlando, Florida, 32801. The registered agent of the Corporation in the State of Florida at the registered office is William Trickel, Jr..

ARTICLE VII
INITIAL MAILING ADDRESS; PRINCIPAL OFFICE

The initial mailing address of the Corporation is 1055 Saxon Boulevard, Orange City, Florida 32763. The initial principal office of the Corporation is located at 1055 Saxon Boulevard, Orange City, Florida 32763. Any change in the principal office or mailing address of the Corporation shall require approval by a majority of the Board of Trustees.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
William Trickel, Jr.	39 West Pine Street Orlando, FL 32801

ARTICLE IX
INITIAL OFFICER

Randy Haffner shall serve as the initial President of the Corporation, to serve until the election of his successor by the Board of Trustees. Until the election of his successor by the Board of Trustees, Randy Haffner is authorized to enter into and execute binding agreements and commitments on behalf of the Corporation, as its President.

ARTICLE X
BYLAWS

The Bylaws of the Corporation shall be made and adopted by the Board of Trustees, and may be altered, amended, or repealed by the Board of Trustees as provided in the Bylaws of the Corporation.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be adopted by the affirmative vote of two-thirds (2/3) of the members of the Corporation at duly called meetings of the members at which all members are present, provided that the notice of meeting contains a full statement of the proposed change.

ARTICLE XII
DISSOLUTION

Upon a dissolution of the Corporation, all of the Corporation's assets, tangible and intangible, shall be dedicated to the purposes for which the Corporation was created. For that purpose, the assets shall, under the jurisdiction of the Circuit Court of Volusia County, Florida, be distributed to Southwest Volusia Healthcare Corporation for the purpose of continuing the operation and maintenance of each medical office facility and other health care facility owned, leased, operated, or maintained by the Corporation and for the carrying out of all other purposes for which the Corporation was organized. Under no circumstances shall any of the assets of the Corporation, upon dissolution, be distributed to any member, trustee, officer, or employee of the Corporation or to any other individual or entity for private purposes.

DATED this 14th day of September, 1994.

William Trickel, Jr.
WILLIAM TRICKEL, JR.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of September, 1994 by WILLIAM TRICKEL, JR., who is personally known to me and who did not take an oath.



DONNA REECE SAWYER
My Commission CC308769
Expires Sep. 13, 1997
Bonded by ANB
800-652-6878

Donna Reece Sawyer

Printed DONNA REECE SAWYER
Commission expires:

800-652-6878
Bonded by ANB
Expires Sep. 13, 1997
My Commission CC308769
DONNA REECE SAWYER



CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Southwest Volusia Health Services, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 39 West Pine Street, Orlando, Florida 32801, County of Orange, State of Florida, has named WILLIAM TRICKEL, JR. as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this Certificate, I agree to act in that capacity and to comply with the applicable provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. I am familiar with, and accept, the obligation provided under such statutes relative to keeping open the registered office and providing records.

William Trickel, Jr.
WILLIAM TRICKEL, JR.

FILE NOW: FILING FEE AFTER MAY 1 IS \$155.00

**APPROVED
AND
FILED**

95 MAY -1 AM 9:11

ALLAHASSEE, FLORIDA

**CORPORATION
ANNUAL REPORT
1995**



**FLORIDA DEPARTMENT OF STATE
Sandra B. Myrtham
Secretary of State
DIVISION OF CORPORATIONS**

DOCUMENT # N94000004673 (9)

1. Corporation Name

SOUTHWEST VOLUSIA HEALTH SERVICES, INC.

Principal Place of Business

Mailing Address

**1055 SAXON BLVD.
ORANGE CITY FL 32763**

**1055 SAXON BLVD.
ORANGE CITY FL 32763**

DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified

3a. Date of Last Report

09/19/1994

4. FEI Number

Applied For
Not Applicable

59-3281591

5. Certificate of Status Desired

**\$8.75 Additional
Fee Required**

6. Election Campaign Financing
Trust Fund Contribution

**\$5.00 May Be
Added to Fees**

7. Nonprofit with IRS 501(c)(3)
Tax Exempt Status

**\$68.75 Supplemental
Fee Not Required**

8. This corporation has liability for intangible tax under S. 199.037,
Florida Statutes Yes No

2. Principal Place of Business

2a. Mailing Address

21 State, Apt. #, etc.

26 State, Apt. #, etc.

22 City & State

27 City & State

23 Zip

24 Country

28 Zip

29 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**TRICKEL, WILLIAM JR.
39 W. PINE STREET
ORLANDO FL 32801**

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Section 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

William Trickel, Jr.

WILLIAM TRICKEL, JR.

12. OFFICERS AND DIRECTORS

13. ADDITIONS, CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	P
NAME	HAFFNER, RANDY
STREET ADDRESS	C/O 1055 SAXON BLVD.
CITY - ST - ZIP	ORANGE CITY, FL 32763
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

11 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME		
13 STREET ADDRESS		
14 CITY - ST - ZIP		
21 TITLE	VPD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
22 NAME	REINER, RICHARD	
23 STREET ADDRESS	601 E. ALTAMONTE DRIVE	
24 CITY - ST - ZIP	ALTAMONTE SPRINGS, FL 32701	
31 TITLE	ST	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
32 NAME	HORST, ERIC	
33 STREET ADDRESS	1055 SAXON BLVD.	
34 CITY - ST - ZIP	ORANGE CITY, FL 32763	
41 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
42 NAME	BLAIR, MARDIAN	
43 STREET ADDRESS	2400 BEDFORD ROAD	
44 CITY - ST - ZIP	ORLANDO, FL 32803	
51 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
52 NAME	HENRY, JOE	
53 STREET ADDRESS	822 TAMMERLANE	
54 CITY - ST - ZIP	DELTONA, FL 32725	
61 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
62 NAME	HORRISON, RICHARD	
63 STREET ADDRESS	602 E. ROLLINS ST.	
64 CITY - ST - ZIP	ORLANDO, FL 32803	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

E. Horst

Eric Horst

3/20/95

(904) 851-5090