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SARASOTA MEMORIAL

*We're your hospital*

Michael H. Covert, F.A.C.H.E.

President and Chief Executive Officer

April 12, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 34314

In Re: Sarasota Memorial Hospital Cardiovascular PHO


9000001457951  
-04/17/95-01053--017  
\*\*\*\$122.50 \*\*\*\$122.50

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Sarasota Memorial Hospital Cardiovascular Physician-Hospital Organization, Inc. I have also enclosed a check for the filing fee in the amount of \$122.50. Please proceed to register the corporation and return proof of registration to me at the address shown below.

If you have any questions or comments, please feel free to direct them to me.

Sincerely,



Paul E. Risner  
Vice President, Legal Affairs

PER:sw

Enclosures a/s

*Per Steffanie:  
add Principal  
add Res.*

FILED  
95 APR 17 AM 12  
TALLAHASSEE, FL  
SECRETARY OF STATE

NANCY HENDRICKS APR 21 1995

ARTICLES OF INCORPORATION  
OF  
SARASOTA MEMORIAL HOSPITAL CARDIOVASCULAR PHYSICIAN-HOSPITAL  
ORGANIZATION, INC.

FILED  
95 APR 17 12

In order to form a Corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, we, the undersigned, hereby make, adopt, and subscribe the following Articles of Incorporation (the "Articles"):

ARTICLE 1  
NAME

1.1 The name of this Corporation shall be Sarasota Memorial Hospital Cardiovascular Physician-Hospital Organization, Inc. (the "Corporation").

ARTICLE 2  
PURPOSE AND POWERS

2.1 General Purposes. The general nature, objects, and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, and other charitable purposes, including the rendering of health care and related services on a nonprofit basis for the community and civic good in Sarasota County, Florida.

2.2 General Powers. The Corporation, in order to carry out its purposes, shall have, except as otherwise limited by the Articles or the bylaws of the Corporation as amended from time to time, all of the powers now or hereafter granted to it by the laws of the State of Florida, including the power to do all things and perform all acts which are or become necessary and proper in connection with carrying out the foregoing purposes.

2.3 Prohibitions on Power. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, 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. 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 any candidate for public office. Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from the federal income tax under Section 601(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law). Any income in excess of that required for the

operation of the Corporation shall be distributed, not less frequently than annually, to the Sarasota County Public Hospital Board.

### **ARTICLE 3 MEMBERSHIP**

3.1 The Corporation shall have two classes of members: One class shall be comprised of the Sarasota Memorial Hospital (the Hospital Member) and the other class shall be comprised of physicians duly admitted to membership in the Corporation (the Physician Members) whose rights, obligations, and qualifications are set forth in the Bylaws of the Corporation.

### **ARTICLE 4 BOARD OF DIRECTORS**

4.1 Numbers. The affairs of the Corporation shall be managed by a board of directors consisting of not less than eight (8) persons, as determined pursuant to the bylaws.

4.2 Names of First Board of Directors. The names and addresses of the directors who are to manage the affairs of the Corporation until their successors are duly elected shall be the persons whose names and addresses appear below:

Michael H. Covert, F.A.C.H.E.  
1700 South Tamiami Trail  
Sarasota, Florida 34239

David M. Bloom, M.D.  
1700 South Tamiami Trail  
Sarasota, Florida 34239

Mr. Dale Beachey  
1700 South Tamiami Trail  
Sarasota, Florida 34239

Randy B. Hartman, M.D.  
1540 South Tamiami Trail  
Sarasota, Florida 34239

William F. Crick, M.D.  
2540 South Tamiami Trail  
Sarasota, Florida 34239

Edward R. Bermudez, M.D.  
1950 Arlington Street  
Suite 224  
Sarasota, Florida 34239

Joseph C. Schiro, M.D.  
1880 Arlington Street  
Suite 103  
Sarasota, Florida 34239

Peter W. Graper, M.D.  
1921 Waldomere Street  
Suite 814  
Sarasota, Florida 34239

4.3 Tenure and Qualifications. The method of election, removal and terms of the Directors shall be as provided in the Bylaws.

#### **ARTICLE 5 OFFICERS**

5.1 Election, Tenure and Duties of Officers. The method of appointing, removing and duties of officers shall be as provided in the Bylaws.

#### **ARTICLE 6 CORPORATE EXISTENCE**

6.1 The existence of the Corporation shall be perpetual, unless dissolved according to law.

#### **ARTICLE 7 BYLAWS**

7.1 The first board of directors of the Corporation shall adopt corporate bylaws consistent with the Articles. Thereafter, the bylaws may be altered, amended or rescinded by the directors in the manner provided by such bylaws.

#### **ARTICLE 8 REGISTERED OFFICE AND REGISTERED AGENT AND PRINCIPAL PLACE OF BUSINESS**

8.1 The street address of the initial registered office of the Corporation is 1700 South Tamiami Trail, Sarasota, Florida 34239, and the name of the initial registered agent of the Corporation at that address is Paul E. Risner, Esq.

#### **ARTICLE 9 INCORPORATOR**

9.1 The name and address of the incorporator to the Articles is as follows:

Michael H. Covert, President  
Sarasota Memorial Hospital  
1700 South Tamiami Trail  
Sarasota, Florida 34239

**ARTICLE 10  
COMMITTEES**

10.1 The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

**ARTICLE 11  
DISTRIBUTION UPON DISSOLUTION**

11.1 Upon the dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, convey the remaining assets of the Corporation to the Sarasota County Public Hospital Board.

**ARTICLE 12  
AMENDMENT**

12.1 The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Articles or any amendment hereto by majority vote of each class of membership of the Corporation.

**ARTICLE 13  
MISCELLANEOUS**

13.1 The Corporation shall have no capital stock, shall pay no dividends, and shall distribute no part of its income or assets to its subscribers, officers, or directors. The private property of the subscribers, officers, and directors shall not be liable for the debts of the Corporation.

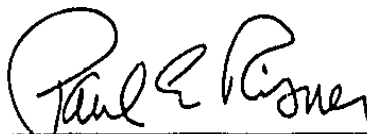
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of March 1995.

  
Michael H. Covert, F.A.C.H.E.

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### ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of SMH Cardiovascular Physician-Hospital Organization, Inc., to accept service of process upon said Corporation in this state, and acknowledge that he is familiar with, and accepts the obligations of, that position.

A handwritten signature in cursive script, reading "Paul E. Risner". The signature is written in dark ink and is positioned above a horizontal line.

Paul E. Risner, Esq., Registered Agent

**CERTIFICATION OF DESIGNATED  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
95 APR 17 1995  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is the Sarasota Memorial Cardiovascular Physician-Hospital Organization, Inc.
2. The name and address of the registered agent and office is:

Paul E. Risner, Esq.  
1700 South Tamiami Trail  
Sarasota, Florida 34239

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Paul E. Risner, Esq.

SIGNATURE BY: Paul E. Risner

DATE: March 6, 1995