

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-344-8086



1950002097

ACCOUNT NO. : 072100000032

REFERENCE : 509608 116238A

AUTHORIZATION :

Patricia P. J. J.

COST LIMIT : \$ 122.50

ORDER DATE : May 2, 1995

ORDER TIME : 9:11 AM

700001470687

ORDER NO. : 509608

CUSTOMER NO: 116238A

CUSTOMER: Timothy Monaghan, Esq
STRAWN & MONAGHAN, P.A.

54 N.e. Fourth Avenue

Delray Beach, FL 33483

DOMESTIC FILING

NAME: BETHESDA HEALTH CITY, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN MAY - 2 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BETHESDA HEALTH CITY, INC.

A Florida Not For Profit Corporation

Pursuant to Section 617.013 of the Florida Statutes, the undersigned Incorporator of Bethesda Health City, Inc., adopts the following Articles of Incorporation of said Corporation:

ARTICLE I.

Name

The name of the Corporation shall be: Bethesda Health City, Inc.

ARTICLE II.

Purpose

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer or individual.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter collectively referred to as the "Code").

Without in any way limiting the foregoing general purpose, the Corporation is organized for charitable, educational and scientific purposes, including the operation of a medical mall providing outpatient services, the provision of ancillary and other support services thereto and medical office space; including also the conducting of other health care related activities which support and benefit the operation of health care facilities in Florida, and elsewhere, in which the treatment of patients, together with activities ancillary thereto, shall be provided in accordance with high professional standards, but only to the extent and in such manner that such purposes constitute exclusively charitable, educational and scientific purposes within the meaning of Section

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

501(c)(3) of the Federal Internal Revenue Code. More specifically, the purposes of the Corporation shall include:

(a) to promote the interests of Bethesda Healthcare Corporation, a Florida non-profit corporation and federally tax-exempt organization ("BHC"), in its nonprofit activities in the fields of health care, health education and training, scientific research, health facilities, health management and in other related fields;

(b) to promote the interests of any nonprofit and federally tax-exempt organizations which are affiliated with BHC, including Bethesda Memorial Hospital, Inc., the purposes of which are not inconsistent with those of the Corporation; and

(c) to contract with other organizations, for-profit and nonprofit, with individuals and with governmental agencies in furtherance of these purposes, as long as such contract is not inconsistent with policies of BHC.

Together with such educational instruction and related business activities as, in the opinion of the Board of Trustees, may be necessary; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to Bethesda Healthcare Corporation, a Florida not for profit corporation, qualified as a 501(c)(3) corporation or any affiliated 501(c)(3) corporation. In the event that corporation does not qualify to receive, is not then in existence, or to the extent that it may be prohibited by state law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to such other Florida not for profit corporations operated for nonprofit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3). Any such assets not so disposed of shall be distributed by the appropriate Court of the jurisdiction 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 for such purposes.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the

distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Internal Revenue Code Section 501(h), and no part of the activities shall be participating in, or intervening in, any political campaign on behalf of any candidate for public office.

ARTICLE III.

Powers

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE IV.

Members

The sole member of the Corporation shall be Bethesda Healthcare Corporation, a Florida non-profit corporation.

ARTICLE V.

Term

The term of the Corporation shall be perpetual.

ARTICLE VI.

Incorporator

The name and address of the Incorporator of the Corporation and subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Timothy E. Monaghan	54 Northeast Fourth Avenue Delray Beach, Florida, 33483

ARTICLE VII.

Trustees

7.1 Number

The affairs of the Corporation are to be managed by a Board of Trustees consisting of no less than three (3) and no more than twelve (12) members, the exact number of Trustees to be specified in the Bylaws of the Corporation.

7.2 Composition, Election and Tenure.

The Trustees of the Corporation shall be nominated and elected for terms and in the manner as shall be provided in the Bylaws from time to time.

7.3 Powers.

The Board of Trustees shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

7.4 Initial Board.

The names and addresses of the members of the first Board of Trustees who shall hold office until their successors are elected and have qualified, or until resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
Fred W. Love, M.D.	2815 South Seacrest Blvd. Boynton Beach, FL 33425
William F. Koch, Jr.	2815 South Seacrest Blvd. Boynton Beach, FL 33425
Stormet C. Norem	2815 South Seacrest Blvd. Boynton Beach, FL 33425
N.M. Weems, Jr., M.D.	2815 South Seacrest Blvd. Boynton Beach, FL 33425
L. Edward Barnhardt	2815 South Seacrest Blvd. Boynton Beach, FL 33425
William F. Cassady	2815 South Seacrest Blvd. Boynton Beach, FL 33425

Clayton L. Coleman, Ed.D.

2815 South Seacrest Blvd.
Boynton Beach, FL 33425

Fred B. Dovitt, Jr.

2815 South Seacrest Blvd.
Boynton Beach, FL 33425

ARTICLE VIII.

Bylaws

The Bylaws of the Corporation shall be adopted, altered, amended or repealed only by vote of at least a majority of the members of the Board of Trustees of this Corporation with the concurrence of its sole member, Bethesda Healthcare Corporation, a Florida non-profit corporation.

ARTICLE IX.

Amendments

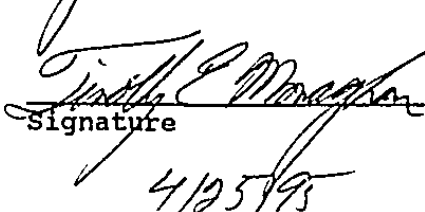
Amendments to these Articles of Incorporation may be made and adopted only by a vote of at least seventy-five percent (75%) of the members of the Board of Trustees of this Corporation with the concurrence of its sole member, Bethesda Healthcare Corporation, a Florida non-profit corporation. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.

ARTICLE X.

Principal Address

The principal mailing address of the corporation is 54 N.E. Fourth Avenue, Delray Beach, Florida 33483.

The undersigned Incorporator has executed these Articles of Incorporation this 25th day of April, 1995.



Signature

4/25/95

Date

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

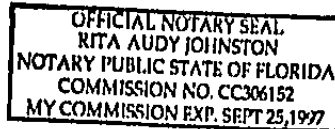
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared TIMOTHY E. MONAGHAN, who X is personally known to me or _____ has produced as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 25TH day of APRIL, 1995.


Notary Public

Print Name: _____

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT BETHESDA HEALTH CITY, INC. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF DELRAY BEACH, STATE OF
FLORIDA, HAS NAMED TIMOTHY E. MONAGHAN, ESQ., LOCATED AT 54 N.E.
FOURTH AVENUE, CITY OF DELRAY BEACH, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: Robert B. Hill
Robert B. Hill, President

Date: 4/20/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY ACCEPT DESIGNATION AS THE REGISTERED AGENT FOR THE STATED
CORPORATION, AND I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS PROVIDED FOR IN SECTION 617.0503, FLORIDA STATUTES
(1993).

Signature: Timothy E. Monaghan
Timothy E. Monaghan,
Registered Agent

Date: 4/25/95

#1 C:\-BMH\203\ARTICLES.INC
April 19, 1995

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95 MAY -2 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N95000002097

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

JOHNSTON

FAX: (904) 922-4000

FROM: STRAWN & MONAGHAN, P.A.
54 NE 4TH AVE

DELRAY BEACH FL 33483-

CONTACT: JOEL T. STRAWN OR AUDY R.

PHONE: (407) 278-9400

FAX: (407) 278-9462

((H96000010759))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: BETHESDA HEALTH CITY, INC.

FAX AUDIT NUMBER: H96000010759

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/02/1996

TIME REQUESTED: 13:29:23

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

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ACCOUNT NUMBER:

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Fax Audit

number on the top and bottom of all pages of the document.

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*Amended memo
for file*

23-11-96 14:52

CE 11/11/96

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AMENDMENT TO THE ARTICLES OF INCORPORATION
OF

BETHESDA HEALTH CITY, INC.

a Florida Not For Profit Corporation

The following amendment to the Articles of Incorporation of Bethesda Health City, Inc., a Florida non-profit corporation, were approved at a meeting of the Board of Trustees of the corporation held on July 26, 1996, and by the members of the corporation at a meeting held on July 25, 1996, as follows:

A. ARTICLE II of the Articles of Incorporation is hereby deleted, and the following new ARTICLE II is substituted in its stead:

"Article II

Purpose

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer or individual.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter collectively referred to as the "Code").

Without in any way limiting the foregoing general purpose, the Corporation is organized for charitable, educational and scientific purposes, including the operation of a medical mall providing outpatient services, the provision of ancillary and other support services thereto and medical office space; including also the conducting of other health care related activities which support and benefit the operation of health care facilities in Florida, and elsewhere, in which the treatment of patients, together with activities ancillary

PREPARED BY:
TIMOTHY E. MONAGHAN, ESQ.
STRAWN, MONAGHAN & COHEN, P.A.
54 NE FOURTH AVENUE
DELRAY BEACH, FL 33483
(561) 278-9400
FBN: 699871

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thereto, shall be provided in accordance with high professional standards, but only to the extent and in such manner that such purposes constitute exclusively charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Federal Internal Revenue Code. More specifically, the purposes of the Corporation shall include:

(a) to promote the interests of the parent corporation, Bethesda Healthcare Corporation, a Florida non-profit corporation and federally tax-exempt organization ("BHC"), in its nonprofit activities in the fields of health care, health education and training, scientific research, health facilities, health management and in other related fields;

(b) to promote the interests of any nonprofit and federally tax-exempt organizations which are affiliated with BHC, including the nonprofit affiliate corporation, Bethesda Memorial Hospital, Inc., the purposes of which are not inconsistent with those of the Corporation; and

(c) to contract with other organizations, for-profit and nonprofit, with individuals and with governmental agencies in furtherance of these purposes, as long as such contract is not inconsistent with policies of BHC.

(d) meet the future health care needs of the rapidly growing communities in BHC's and the Hospital's western service area through the identification of unmet health care needs and the development of new health care services and programs that are responsive to these newly identified requirements.

(e) create a medical mall which will integrate the services of primary care physicians, physician/specialists and other health care professionals thereby enabling patients to experience coordinated/integrated care for all non-hospital health care needs and which will focus on the cost-effective delivery of health care services in non-hospital settings such as an ambulatory surgery center and a walk-in urgent care center.

(f) provide a physician practice setting that facilitates the cost-effective delivery of physician services through shared administrative and support services, provided by a separate, affiliated management service organization, including the provision of clerical, physician assistant, nursing, and other technical support staff as well as computerized and integrated transcription, medical record keeping and billing systems.

(g) develop a sophisticated information system linking all components of the facility and resulting in a single medical record, centralized scheduling and a single invoice for each patient visit to the facility which will enable the patient to experience a "seamless" interaction with the various providers, thereby improving communication between health care providers and facilitating the cost-effective and quality provision of patient care services.

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(h) create information and linkages with the Hospital and other Healthcare providers to assure continuity of care in the event that the patient requires treatment in a more intensive setting.

(i) recruit and retain outstanding physicians and health care providers, with particular attention to meeting the community need for unmet and underserved areas of medical specialty.

(j) construct flexible facilities which will accommodate growth and change in the delivery of health care.

(k) establish systems of quality improvement and utilization review to enhance the delivery of quality and cost effective care.

(l) promote scientific research related to the care of the sick and injured.

(m) participate in any other community activities to promote the general health of the community and the region. Provide meeting facilities for groups for community coordination and health education. Work cooperatively with the Council of Boynton West Residential Associations in their community development activities with particular emphasis on their concerns for the health and welfare of the residents of the area.

Together with such educational instruction and related business activities as, in the opinion of the Board of Trustees, may be necessary; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to Bethesda Healthcare Corporation, a Florida not for profit corporation, qualified as a 501(c)(3) corporation or any affiliated 501(c)(3) corporation. In the event that corporation does not qualify to receive, is not then in existence, or to the extent that it may be prohibited by state law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to such other Florida not for profit corporations operated for nonprofit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3). Any such assets not so disposed of shall be distributed by the appropriate Court of the jurisdiction 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 for such purposes.

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No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Internal Revenue Code Section 501(h), and no part of the activities shall be participating in, or intervening in, any political campaign on behalf of any candidate for public office."

B. All of the other provisions of the Articles of Incorporation filed with the Secretary of State of Florida on May 2, 1995, shall remain the same.

C. The effective date of this Amendment shall be upon filing this Amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed this Amendment to the Articles of Incorporation on July 25, 1996.

BETHESDA HEALTH CITY, INC.

By: Robert B. Hill
Robert B. Hill, its President

By: N. Marion Weems, Jr., M.D.
N. Marion Weems, Jr., M.D., its Secretary

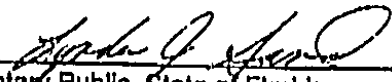
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Robert B. Hill, as President of the corporation, and N. Marion Weems, Jr., M.D., as Secretary of the corporation, who are personally known to me or who have produced their driver's licenses as identification and who did not take an oath.

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((H96000010759)))

WITNESS my hand and official seal in the County and State last aforesaid on
July 26, 1996.



Notary Public, State of Florida

Print Name: _____



My Commission Expires: _____

am K:\WORK\B\MHENT\1708\WITCLER.AMD

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