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ORDER DATE : May 26, 1995

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CUSTOMER NO: 10164A

CUSTOMER: Kathleen Haggerty, Legal Asst.
SMITH HULSEY & BUSEY

1800 1st Union Nat. Bank Tower
225 Water Street
Jacksonville, FL 32201

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NAME: BAPTIST/ST. VINCENT'S HEALTH
SYSTEM, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX 6 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Guma

EXAMINER'S INITIALS: _____

RECEIVED
MAY 26 AM 10:26
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
MAY 26 AM 11:21

MAY 26 1995

ARTICLES OF INCORPORATION
OF
BAPTIST/ST. VINCENT'S HEALTH SYSTEM, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

FILED
25 MAY 26 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, each being a natural person and acting as incorporator, do hereby adopt the following Articles of Incorporation for the purpose of forming a not for profit corporation in the State of Florida, pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE I
NAME

The name of the corporation (hereinafter called the "Corporation") is:

Baptist/St. Vincent's Health System, Inc.

ARTICLE II
INCORPORATORS

- (1) The names of the incorporators are:

William C. Mason
Everett M. Devaney

- (2) The incorporators' addresses are:

William C. Mason
800 Prudential Drive
Jacksonville, Florida 32207

Everett M. Devaney
Suite 5747
1801 Barrs Street
Jacksonville, Florida 32204

- (3) The incorporators are at least eighteen years of age.
- (4) The incorporators are forming the corporation named in these Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act.

ARTICLE III NO MEMBERSHIP CERTIFICATES

The Corporation is a not for profit corporation under the general laws of the State of Florida. The Corporation shall not issue membership certificates.

ARTICLE IV PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, religious, scientific and educational 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), by supporting or benefiting or carrying out some or all of the purposes of Southern Baptist Hospital of Florida, Inc. (d/b/a Baptist Medical Center), St. Vincent's Medical Center, Inc., and other organizations that are controlled directly or indirectly by the Corporation and that are non-private foundations under Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and, in furtherance of these purposes, and consistent with the teachings of the Baptist faith and the Roman Catholic Church, the Corporation may:

(a) Implement, promote, develop, encourage and assist acute care hospitals, ambulatory and auxiliary care facilities, physician office centers and other health care facilities, alternative delivery systems, managed care programs and other health care programs in order to provide for sick and disabled persons, including the needy and poor of every creed, nationality, religion and color.

(b) Subject to the powers reserved to the Members, as described herein, provide leadership to the Corporation and its system of organizations by planning, directing, and establishing policy related to the development and ultimate delivery of health care services by the Corporation's controlled subsidiaries on an integrated, non-duplicative, cost-effective basis.

(c) Provide overall planning and coordination of the delivery of health care services, facilities and programs including the implementation, development and improvement of managed care strategies in its controlled subsidiaries' respective service areas.

(d) Arrange and secure capital to provide for the operation and implementation of its facilities and programs and the controlled subsidiaries' facilities and programs.

(e) Otherwise operate exclusively for charitable, religious, scientific and educational 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), in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, 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.

(ii) Subject to the provisions of the next two paragraphs, the Corporation shall have all powers granted a corporation not for profit under the laws of the State of Florida.

(iii) 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 except as authorized under the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

(iv) Notwithstanding any other provisions of these Articles of Incorporation, 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 § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the Corporation within the State of Florida is:

1325 San Marco Blvd.
Suite 902
Jacksonville, FL 32207

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the Corporation's initial registered agent are:

Harvey Granger, Esq.
Baptist/St. Vincent's Health System, Inc.
1325 San Marco Boulevard, Suite 902
Jacksonville, Florida 32207

ARTICLE VII MEMBERS

The Corporation shall have two Members, Baptist Health System, Inc., a Florida not for profit corporation, and Daughters of Charity National Health System - Southeast, Inc., a Maryland not for profit corporation.

ARTICLE VIII DIRECTORS AND THEIR MANNER OF ELECTION

(1) The Initial Board of Directors of the Corporation shall consist of eighteen directors. The number of Directors may be changed in accordance with the Bylaws of the Corporation.

(2) The names of the persons who will serve as the Initial Directors of the Corporation until their successors are elected and qualify are:

J. Shepard Bryan
A. Leland Burpee
Edgar R. Cooper
Everett M. Devaney
T. O'Neal Douglas
Sister Mary Carroll Eby
Jack R. Groover, M.D.
William K. Hatcher
Sister Carol Keehan

Sister Irene Kraus
William C. Mason
Robert L. Rowe, Jr.
Robert T. Shireliff
James E. Small
Joseph B. Stokes, Jr., M.D.
William A. Watson
Judson S. Whorton
John H. Williams, Jr.

(3) The Initial Bylaws of the Corporation shall be adopted by the initial Board of Directors.

(4) The Directors shall be elected in the manner provided in the Bylaws of the Corporation.

ARTICLE IX DISSOLUTION AND LIQUIDATION

The Corporation may be dissolved or liquidated only upon the vote of a majority of the Members of the Corporation. Upon the dissolution or liquidation of the Corporation, the Corporation's Board of Directors shall adopt a resolution recommending a plan of distribution and directing its submission to a vote by the Members of the Corporation. The Members shall be authorized and entitled to vote on a plan of distribution on behalf of the Corporation and to determine the distribution of all assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed in accordance with applicable legal requirements. Such assets of the Corporation shall be distributed by the Members only to such organization or organizations that are organized and operated exclusively for charitable, religious, scientific or educational purposes.

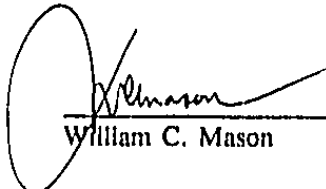
and that at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by a court of competent 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 such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

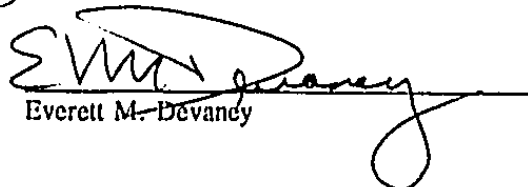
No amendments or alterations to these Articles of Incorporation or the Bylaws of the Corporation shall be valid or effective unless ratified by the Members.

IN WITNESS WHEREOF, we have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are our acts.

Dated: May 25, 1995



William C. Mason



Everett M. Devaney

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 Baptist/St. Vincent's Health System, Inc.
2. The name and address of the registered agent and office are:

Harvey Granger, Esq.
Baptist/St. Vincent's Health System, Inc.
1325 San Marco Boulevard, Suite 902
Jacksonville, Florida 32207

FILED
25 MAY 26 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BAPTIST/ST. VINCENT'S HEALTH SYSTEM, INC.


By: _____

William C. Mason
Incorporator

By: _____

Everett M. Devaney
Incorporator

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.



Harvey Granger

Date: May 25, 1995