

Annette Hogan

N95000003610

Foley & Lardner
(Requester's Name)

(Address)

222-10100
(City, State, Zip) (Phone #)

OFFICE USE ONLY

#4907

100001551911
-08/02/95--01030--011
****472.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

Walk in Pick up time 2:30 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
95 JUL 31 PM 1:55
STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

★ Here is the filing. Everything is in order. We need certified copies for all. Call me if you have any questions. Thanks! Marjorie

Examiner's Initials _____



FLORIDA DEPARTMENT OF STATE

July 21, 1995

Sandra B. Mortham
Secretary of State

FOLEY & LARDNER

SUBJECT: HEALTH FIRST, INC.
Ref. Number: W95000014731

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please complete Article X.

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 995A00034879

FILED

ARTICLES OF INCORPORATION

95 JUL 31 PM 1:56

HEALTH FIRST, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[a corporation not for profit]

**ARTICLE I
NAME**

The name of the corporation shall be HEALTH FIRST, INC.

**ARTICLE II
TERM OF EXISTENCE**

The period of existence of the Corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Internal Revenue Code"). Within such limitations, the purpose of this Corporation shall be to operate exclusively for the benefit of, and to support and provide direction and expertise for Cape Canaveral Hospital, Inc. and Holmes Regional Medical Center, Inc., and other organizations engaged in the delivery of health care services and related activities, so long as such organizations are described in Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code. Within such purpose, the Corporation shall provide for and deliver health care services and activities including, without limitation, the establishment and maintenance of an institution or institutions within or without the state where incorporated to provide health care and treatment and associated services such as, but not limited to, acute care, extended care, outpatient care, home care, and educational training of physicians and nurses; carry on such educational, philanthropic, scientific and medical research activities as may be part of modern health care services and activities; and engage in any lawful act or activity which may be necessary or appropriate for the carrying out and accomplishing of any of the foregoing objects or purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV POWERS

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under applicable provisions of the Florida Statutes, and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

1. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
3. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V MEMBERSHIP

The Corporation shall not have members.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors which shall consist of such number of Directors (not less than three) as shall be fixed by the Bylaws. The manner of selection, classification, qualification, removal, terms of office and all other provisions relating to Directors shall be as provided in the Bylaws.

The names, addresses and terms of the initial Board of Directors are as follows:

<u>Director</u>	<u>Address</u>	<u>Expiration of Term</u>
James V. Palermo, M.D.	701 West Cocoa Beach Causeway Cocoa Beach, FL 32931	12/31/98
Larry F. Garrison	701 West Cocoa Beach Causeway Cocoa Beach, FL 32931	12/31/97
Michael D. Means	1350 South Hickory Street Melbourne, FL 32901	12/31/95
Michael J. Foley, M.D.	1350 South Hickory Street Melbourne, FL 32901	12/31/95
A. Thomas Hollingsworth	1350 South Hickory Street Melbourne, FL 32901	12/31/97
Fred L. McFarlin	1350 South Hickory Street Melbourne, FL 32901	12/31/96
Russell E. Fischer	701 West Cocoa Beach Causeway Cocoa Beach, FL 32931	12/31/95
Brian J. Bussen	701 West Cocoa Beach Causeway Cocoa Beach, FL 32931	12/31/97
Rodney S. Ketcham	701 West Cocoa Beach Causeway Cocoa Beach, FL 32931	12/31/95
Nicholas E. Pellegrino	701 West Cocoa Beach Causeway Cocoa Beach, FL 32931	12/31/98
Michael V. Gatto	1350 South Hickory Street Melbourne, FL 32901	12/31/97
Michael F. Maguire	1350 South Hickory Street Melbourne, FL 32901	12/31/95

The Directors shall act until the expiration of their terms as set forth above or until their successors are duly elected as set forth in the Bylaws and qualified.

ARTICLE VII OFFICERS

The officers of the Corporation shall consist of a Chairman of the Board, one or more Vice Chairmen, a President, an Executive Vice President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be deemed necessary by the Board of Directors. Officers shall be elected or appointed by the Board of Directors in the manner provided in the Bylaws.

ARTICLE VIII DISSOLUTION AND LIQUIDATION

The Corporation may be dissolved in the manner provided in applicable provisions of the Florida Statutes or any equivalent successor provision. In the event of dissolution of the Corporation, no liquidating or other dividends and distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
2. The remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve, adopted in the manner set forth above in this Article VIII or, in any other event, as determined by the appropriate court of Brevard County, Florida.

ARTICLE IX ADDRESS

The initial mailing address of the initial principal office of the Corporation in the State of Florida is 1350 South Hickory Street, Melbourne, FL 32901.

ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 101 North Atlantic Avenue, Cocoa Beach, Florida 32931, and the initial registered agent at that address is Walter T. Rose, Jr.

**ARTICLE XI
INCORPORATORS**

The name and business address of each incorporator are as follows:

Holmes Regional Medical Center, Inc.
1350 South Hickory Street
Melbourne, FL 32901

Cape Canaveral Hospital, Inc.
701 West Cocoa Beach Causeway
Cocoa Beach, FL 32931

**ARTICLE XII
AMENDMENTS**

These Articles of Incorporation may be amended from time to time as provided by applicable Florida law.

Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 617 of the Florida Statutes.

IN WITNESS WHEREOF, each of the undersigned Incorporators has caused these Articles to be executed in its name by its proper officer thereunto duly authorized and its corporate seal to be hereunto affixed, this 27 day of July 1995.

CAPE CANAVERAL HOSPITAL, INC.

By [Signature]
Larry F. Garrison, President

HOLMES REGIONAL MEDICAL CENTER, INC.

By [Signature]
Michael D. Means, President

[corporate seal]

[corporate seal]

Subscribed to and sworn before
me this 27 day of July 1995
by LARRY F. GARRISON who is
personally known by me.

Subscribed to and sworn before
me this 27 day of July 1995
by MICHAEL D. MEANS who is
personally known by me.

[Signature]
Notary Public
Joanne M. Delgado
Notary Public, State of Florida
Commission No. CC 457275
My Commission Expires 05/01/99
1-800-J-NOTARY - Fla. Notary Service & Bonding Co.

[Signature]
Notary Public
Joanne M. Delgado
Notary Public, State of Florida
Commission No. CC 457275
My Commission Expires 05/01/99
1-800-J-NOTARY - Fla. Notary Service & Bonding Co.

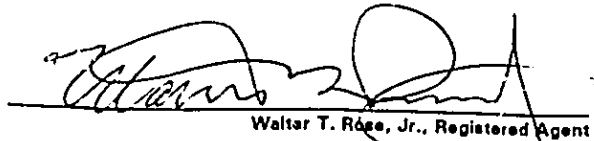
FILED

95 JUL 31 PM 1:56

REGISTERED AGENT
ACCEPTANCE OF APPOINTMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to Registered Agent to accepted service of process for the above-stated corporation at the place designed in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Walter T. Rose, Jr., Registered Agent

Date 7/27/95