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A PARTNERSHIP OF PROFESSIONAL CORPORATIONS AND INDIVIDUALS

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ESTABLISHED 1893

January 10, 1996

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John B. Shannon
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3345 PEACHTREE ROAD, N.E.
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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

N96000000261

RE: Incorporation of The Lehigh Foundation of Lee County, Inc.

Dear Sir/Madam:

In accordance with the provisions of Section 617.01201 of the Florida Non-Profit Corporation Code, enclosed please find the following documents pertaining to the incorporation of The Lehigh Foundation of Lee County, Inc.

1. Check in the amount of \$122.50 payable to the Secretary of State of Florida representing the filing fee and fee for a certified copy of the Articles;
2. Executed original and one exact or conformed copy of the Articles of Incorporation;
3. Acknowledgment copy of the Articles of Incorporation;
4. Consent to appointment as Registered Agent; and
5. Self-addressed, stamped envelope.

Please stamp the enclosed acknowledgment copy of the Articles of Incorporation "filed" and return it to our office in the enclosed envelope.

Thank you for your assistance and cooperation in this matter.

Sincerely,



John B. Shannon

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Enclosures

cc: Ms. Myra Kessler
Mr. Richard Confessore
Dr. Richard Conard
Mr. Gerald Gould
Mr. Martin Fine

1/17

FILED
95 JAN 12 PM 12:06
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
The Lehigh Foundation of Lee County, Inc.
a Florida Nonprofit Corporation With Members

FILED
65 JUN 12 PM 12:06
STATE
OFFICE, FLORIDA

1.

The corporate name for the Corporation is:

The Lehigh Foundation of Lee County, Inc.

2.

The street address of the Corporation's initial registered office is:

305 Thompson Avenue
Lehigh Acres, FL 33936

and the name of its initial registered agent at that office is:

Myra L. Kessler

3.

The name and address of each incorporator is:

Ms. Myra L. Kessler
305 Thompson Avenue
Lehigh Acres, FL 33936

4.

The Corporation will have members.

5.

The address of the initial principal office of the Corporation and the mailing address of the Corporation is:

305 Thompson Avenue
Lehigh Acres, FL 33936

6.

The Corporation is organized pursuant to the Florida Nonprofit Corporation Code, as it may be amended from time to time (the "Corporation Code").

7.

Except to the extent required by the Corporation Code, no director shall have personal liability to the Corporation or its members, if any, for monetary damages for breach of duty of care or other duty as a director. No repeal or amendment of this Article 7, nor the adoption of any Article inconsistent with this Article shall eliminate or reduce retroactively the effect of this Article. If the Corporation Code is amended hereafter to provide for further limitations on director's liability, then such further limitations shall be incorporated herein by reference, without the necessity of amending these Articles of Incorporation in order to list them.

8.

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Internal Revenue Code Section 501(c)(3), including, without limitation, the ownership and operation of hospitals, assisted living facilities and nursing homes in a charitable manner and the provision of health care related services in a charitable manner, and including for such purposes the making of distributions and contributions to organizations described in Internal Revenue Section 501(c)(3) and exempt from taxation under Internal Revenue Code Section 501(a). The Corporation may engage in any and all other activities necessary or incidental to the accomplishment thereof and engage in any other activities not specifically prohibited to nonprofit corporations under the laws of the State of Florida. The Corporation shall have all powers necessary to engage in such activities, including, but not limited to, the powers enumerated in the Florida Nonprofit Corporation Code, or any amendment thereto and to engage in any and all activities incidental to the foregoing purposes and all other activities permitted to a corporation exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, except as restricted in these Articles.

No part of the property or 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 may pay reasonable compensation for services rendered.

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent that it would not be granted or lose an exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Tax Code") or the corresponding provision of any future United States Internal Revenue law ("Section 501(c)(3)").

The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

9.

The initial Board of Directors shall consist of five (5) members. The names and addresses of the individuals who are to serve as the initial directors are:

Agnes Prestigiovanni	208 Steward Lane Lehigh Acres, FL 33936
Ruth A. Anglickis	643 Grandview Drive Lehigh Acres, FL 33936
Myra L. Kessler	305 Thompson Avenue Lehigh Acres, FL 33936
Roland Eastwood	1334 Vesper Drive Ft. Myers, FL 33901
Dr. Nora Crook	615 Greenwood Avenue Lehigh Acres, FL 33936

10.

The Corporation shall be managed, its affairs regulated, and indemnity provided to its officers and directors as provided in its Bylaws.

The number, term, qualifications, and method of electing the Corporation's directors and the directors authority are set-out in its Bylaws.

The method of amending the Bylaws is set-out in the Bylaws.

11.

The Corporation may not make any "distribution," as defined in the Corporation Code, to any organization other than an organization which is exempt from income taxes pursuant to Section 501(c)(3) and which is described as eligible to receive "charitable contributions" under Section 170(c) of the Tax Code or corresponding provision of any future federal tax laws ("Section 170(c)").

12.

Upon dissolution of the Corporation, after making the distribution of assets required by the Corporation Code, the remaining assets shall be distributed:

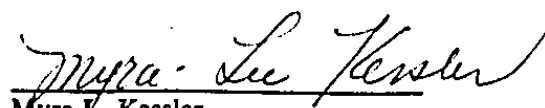
- (a) to a State, a possession of the United States, or any political subdivision of the foregoing, or the United States or the District of Columbia, but only if the assets distributed are to be used for exclusively public purposes, as defined in Section 170(c); or
- (b) to an organization exempt from income tax under Section 501(c)(3); or
- (c) any combination of the foregoing.

13.

Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activity or make any distribution or payment not permitted to be engaged in or made:

- (a) by a corporation exempt from federal income tax under Section 501(c)(3);
or
- (b) by a corporation, contributions to which are deductible under Section 170(c).

8th IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this
day of January, 1996.


Myra L. Kessler
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Myra L. Kessler, hereby consent to serve as registered agent for the Lehigh Foundation of Lee County, Inc., simultaneously with the designation in the Articles of Incorporation. I am familiar with and accept all the obligations of this position.

Dated this 5th day of January, 1996.

Myra L. Kessler
Myra L. Kessler

Address of registered agent:

305 Thompson Avenue
Lehigh Acres, FL 33936

FILED
95 JAN 12 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA