

Document Number Only

**N960000001669**

C 'I' CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone  
904-222-1092

**CORPORATION(S) NAME**

ORIGINAL FEE \$1.70  
COPY FEE \$0.05  
\*\*\* \$122.50 \*\*\* \$122.50

Helen Ellis Physician Hospital Alliance, Inc.

☒ Profit Articles

- |  |   |                                 |
|--|---|---------------------------------|
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Limited Liability Company |   |                                 |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark   |

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other          |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Reservation   | <input type="checkbox"/> Change of R.A. |

- |  |                                       |  |
|--|---------------------------------------|--|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
|  |                                       | <input type="checkbox"/> CUS/G/S         |

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out           |  |   |

Name	Availability
Document Examiner	<i>DMC</i>
Updater	<i>3/27/96</i>
Verifier	
Acknowledgment	
W.P. Verifier	

PLEASE RETURN EXTRA COPY(S)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAR 27 PM 3:30

**FILED**

ARTICLES OF INCORPORATION  
OF  
HELEN ELLIS PHYSICIAN HOSPITAL ALLIANCE, INC.

FILED

96 MAR 27 PM 3:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0301 and 617.0202 of the Florida Statutes, the Incorporator of Helen Ellis Physician Hospital Alliance, Inc. has adopted the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be Helen Ellis Physician Hospital Alliance, Inc. ("Corporation").

ARTICLE II

Principal Office

The principal office of the Corporation shall be located at 1395 S. Pinellas Avenue, Tarpon Springs, Florida 34689-3790.

ARTICLE III

Mailing Address

The mailing address of the Corporation shall be, 1395 S. Pinellas Avenue, Tarpon Springs, Florida 34689-3790.

ARTICLE IV

Purpose

The purpose of the Corporation shall be as follows:

- a. To promote the health and welfare of the communities served through medical, health care, scientific, and educational related activities and services;

b. To foster, support and promote the joint, collaborative activities of the Tarpon Springs Hospital Foundation d/b/a Helen Ellis Memorial Hospital and the physicians serving on its medical staff who have elected to participate in the activities of the Corporation; and

c. To engage in such pursuits and activities as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's purpose.

#### **ARTICLE V**

##### **Powers**

Except as limited by these Articles of Incorporation or in the Corporation's Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

#### **ARTICLE VI**

##### **Term of Existence**

The Corporation shall have perpetual existence.

#### **ARTICLE VII**

##### **Membership**

Section 1. The sole member of the corporation shall be Tarpon Springs Hospital Foundation, Inc., doing business as Helen Ellis Memorial Hospital, a Florida not-for-profit Corporation.

Section 2. The member shall automatically be admitted to membership upon the filing of these Articles of Incorporation.

#### ARTICLE VIII

##### Election of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The number of Directors of the Corporation shall be set forth in the Corporation's Bylaws.

Section 3. The Directors shall be elected, removed, and hold office as provided in the Bylaws.

#### ARTICLE IX

##### Amendments

The power to alter, amend or repeal these Articles of Incorporation shall be vested in the Member as is more specifically described in the Corporation's Bylaws.

#### ARTICLE X

##### Registered Office and Agent

Section 1. The street address of the registered office of the Corporation shall be 101 East Kennedy Boulevard, Suite 1030, Tampa, Florida 33602.

Section 2. The name and address of the registered agent of the Corporation shall be James J. Kennedy, III, Esquire, Buchanan Ingersoll, P.C., 101 East Kennedy Boulevard., Suite 1030, Tampa, Florida 33602.


#### ARTICLE XI

##### Incorporation

Section 1. The name of the incorporator of the Corporation shall be James J. Kennedy, III.

Section 2. The street address of the incorporator of the Corporation shall be 101 East Kennedy Boulevard, Suite 1030, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on behalf of the Corporation, this 25<sup>th</sup> day of March, 1996.



\_\_\_\_\_  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

FILED

I, James J. Kennody, III, hereby agree to act as  
Registered Agent for Helen Ellis Physician Hospital Alliance, Inc. STATE  
as stated in the foregoing Articles of Incorporation of the  
Corporation. I certify that I am familiar with and accept the  
obligations of the position of the Registered Agent of the  
Corporation.

James J. Kennody, III

Registered Agent

**ACKNOWLEDGMENT**

STATE OF FLORIDA                    )  
COUNTY OF Hillsborough        )

The foregoing instrument was acknowledged before me this 25<sup>th</sup>  
day of March, 1996, by James J. Kemerly, Jr.,  
the Treasurer/Secretary, of Helen Ellis Physician Hospital Alliance,  
Inc., a Florida not-for-profit corporation.

Carol Crewes  
Notary Public

My Commission Expires:



OFFICIAL SEAL  
CAROL CREWES  
My Commission Expires  
Nov. 8, 1996  
Comm. No. CG 241148

N96000001669

**Buchanan Ingersoll**  
PROFESSIONAL CORPORATION

Attorneys

March 27, 1997

One Turnberry Place  
19493 Biscayne Boulevard, Suite 606  
Aventura, FL 33180-2320  
Telephone: 305-933-3600  
Fax: 305-933-2350

NationsBank Tower  
100 S.W. Second Street, Suite 2930  
Miami, Florida 33131-2150  
Telephone: 305-347-4080  
Fax: 305-347-4089

**VIA REGULAR MAIL**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: Helen Ellis Physician Hospital Alliance, Inc.**

200002128842--6  
-03/31/97--01132--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed is the completed Statement of Change of Registered Office, for the above captioned corporation. Also enclosed is the filing fee in the amount of \$35.00.

Please acknowledge receipt of the Statement of Change of Registered Office for Helen Ellis Physician Hospital Alliance, Inc. by stamping the enclosed copy of this letter and returning it in the self-addressed, stamped envelope provided for your convenience.

Sincerely,

*Claudia L. Bass*

Claudia L. Bass  
Legal Assistant

clb  
enclosure  
cc: Jim Kennedy, Esquire

FILED  
37 MAR 31 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and initials*



Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Helen Ellis Physician Hospital Alliance, Inc.

1b. The mailing address of the corporation is: 1395 S. Pinellas Avenue, Tarpon Springs, FL 34689-3790

1c. Date of incorporation: 03/27/96 Document number: N96000001669

2. The name and address of the current registered agent and office:

James J. Kennedy, III  
101 E. Kennedy Blvd., Suite 1030  
Tampa, FL 33602 US

3. The name and address of the new registered agent and office: (P.O. Box not Acceptable)

James J. Kennedy, III  
Buchanan Ingersoll P.C.  
Suite 2500, SunTrust Financial Centre  
401 East Jackson Street  
Tampa, Florida 33602

The street address of its registered office and the street address of the business office of the registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by the board of directors or by an officer so authorized by the board.

Joseph N. Kiefer March 06, 1997  
(Signature of an officer, chairman or vice chairman of the board) (Date)

JOSEPH N. KIEFER VICE-PRESIDENT  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Joseph N. Kiefer 3/15/97  
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or printed Name) (Capacity)

Division of Corporations, P. O. Box 6327, Tallahassee, FL 32314

Filing Fee: \$35.00

FILED  
MAR 31 PM 2:09  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

