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DOUG SALK

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: HARRISON, SALE, MCCLOY
& THOMPSON
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11/28/95 09:11 Fl. Dept. of State pl /1

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 28, 1995

WILLIAM G. HARRISON, JR.
HARRISON, SALE, MCCLOY & THOMPSON
304 MAGNOLIA AVE.
PANAMA CITY, FL 32401

The name BAYMED STAFFING, INC. has been reserved for 120 days beginning November 28, 1995. The reservation number is R95000005363 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 995A00051869

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ARTICLES OF INCORPORATION
OF
BAYMED STAFFING, INC.

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ARTICLE I
NAME

The name of the corporation is "BayMed Staffing, Inc." hereinafter referred to as the
"Corporation".

ARTICLE II
PURPOSES

The Corporation is organized exclusively for such charitable, educational and scientific purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future United States Internal Revenue Law. The Corporation is organized as a not-for-profit corporation and sub-district under Chapter 617, Florida Statutes and Chapter 95-510, Laws of Florida, on a non-stock basis, to assist Bay Medical Center (the "District"), a special district, public body corporate and politic of Florida, recognized by Chapter

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95-510, Laws of Florida (the "Act"), in carrying out its duties and responsibilities pursuant to the Act. The formation of the Corporation by the District is expressly authorized by Section 13 of the Act.

Within the scope of the foregoing, the Corporation is formed for the single specific purpose of providing individuals to staff and/or manage the medical facilities, hospitals, and related support facilities and health care entities that are owned, directly or indirectly, or may be owned, directly or indirectly, or controlled in the future by the District. In that manner, the Corporation will serve to promote the general health of the citizens within and without Bay County, Florida. The Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes; provided however, that the Corporation while exercising any one or more powers shall do so exclusively in furtherance of the corporate purpose described in this Article II and only in furtherance of a charitable, educational or scientific purpose, within the meaning of Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or other private person, except as reasonable compensation for services rendered or to make payments in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall

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be for the carrying on of a program of propaganda or for influencing legislation. The Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or (b) an organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE III MEMBERSHIP

Section 1. Sole Member. The Sole Member of the Corporation shall be the District whose principal offices are located at 615 North Bonita Avenue, Panama City, Florida 32401

Section 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE IV TERM

The term of the Corporation shall be perpetual, except as provided in Article XII hereof.

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ARTICLE V
SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation are:

R. Derek Miller
2816 Tracy Lane
Panama City, Fla. 32405

ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office and principal place of business of the Corporation is 615 North Bonita Avenue, Panama City, Florida 32401, and the name of the initial registered agent at said address is R. Derek Miller.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws

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of the Corporation. The initial Board of Directors shall consist of the following nine (9) persons.

Joseph F. Chapman, III
3412 Robinson Bayou Circle
Panama City FL 32405

Anne Hull Dick
414 Bunkers Cove Road
Panama City FL 32401

Derrick G. Bennett
1827 Airport Circle
Panama City FL 32405

Tommy M. Cooley
712 Moore Circle
Panama City FL 32402

Gregory M. Brudnicki
2770 Tracy Lane
Panama City FL 32405

Michael T. Harding
200 Timber Lane
Panama City FL 32405

Hattie B. Burch
1002 Maple Avenue
Panama City FL 32404

Rodney C. Morris, M.D.
504 Bunkers Cove Road
Panama City FL 32405

Douglas L. Stringer, M.D.
2139 Briarwood Circle
Panama City FL 32405

As provided in the Bylaws of the Corporation, at the Corporation's organizational meeting, a nine-member Board of Directors shall be appointed, comprised of the Board of Trustees of the District. Thereafter, the Board of Directors shall consist of not more than nine (9) Directors, each of whom shall be a Trustee of the District.

Section 2. Term. The terms of Directors shall coincide with their terms as Trustees

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of the District.

Section 3. Criteria for Directors. Persons eligible for membership on the Board of Directors shall initially and at all times be Trustees of the District.

Section 4. Advisors. The Bylaws of the Corporation may provide for the appointment of advisors to the Board of Directors. Advisors shall be non-voting and shall not be considered Directors.

Section 5. Compensation. Directors shall not be compensated for the performance of their duties as Directors but shall be reimbursed for their expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

Section 6. Restrictions on Authority of the Board. The board of Directors of the Corporation may not, without the prior approval of the Sole Member of the Corporation:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;

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- (d) Adopt any annual or long-term capital and operational budgets of the Corporation or approve any changes therein;
- (e) Amend, take any action to terminate, or give any notice not to renew any staffing or management agreement between the Corporation and the District;
- (f) Retain attorneys, accountants, architects, engineers, financial advisors, underwriters, actuaries, or insurance consultants; or
- (g) Take any action to amend these Articles of Incorporation.

ARTICLE VIII OFFICERS

Section 1. Officers of the Board. The Officers of the Board of Directors shall at all times be identical to, and have the same functions as, the officers of the Board of Trustees of Bay Medical Center, a special district. The Chairman shall preside at all meetings of the Board of Directors. The Vice Chairman shall preside in the absence of the Chairman.

The names of the initial Officers of the Board of Directors who are to serve until the organizational meeting are as follows:

Tommy M. Cooley, Chairman
712 Moore Circle
Panama City FL 32402

Hattie B. Burch, Vice Chairman
1002 Maple Avenue
Panama City FL 32404

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Section 2. Officers of the Corporation. The Board of Directors shall at the organizational meeting of the Corporation and, when appropriate, at subsequent annual meetings of the Board elect a President, a Vice President, and a Secretary/Treasurer, each of whom shall serve at the pleasure of the Board and each of whom shall be an Officer of the Corporation. The President, the Vice President, and the Secretary/Treasurer shall have such duties as set forth in the Bylaws or as established by the Board. There may be such other officers and assistant officers of the Corporation as may be deemed necessary by the Board of Directors and as provided in the Bylaws.

The names of the initial officers of the Corporation who are to serve until the organizational meeting and first election of the Officers of the Corporation are as follows:

Ronald V. Wolff, President
2839 Longleaf Drive
Panama City FL 32405

Greg Ohe, Vice President
615 North Bonita Avenue
Panama City FL 32401

Derek Miller, Secretary/Treasurer
615 North Bonita Avenue
Panama City FL 32401

ARTICLE IX
ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to

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time modify, alter, amend or rescind the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

ARTICLE X
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors may amend, alter or repeal any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and, such proposal shall be adopted by affirmative vote of two-thirds (2/3) of the total voting members of the Board at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the

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voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of a meeting or the fifteen (15) day notice. Such amendment shall be effective upon approval by the Sole Member.

ARTICLE XI ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for the purpose of electing Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation.

ARTICLE XII DISSOLUTION

The Corporation may be dissolved at any time by the act of the Board of Trustees of the District. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the

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discharge or assumption of its liabilities, shall be distributed to the District, to be used exclusively for a public purpose, and none of the assets will be distributed upon such dissolution to any Officer or Director of the Corporation or any other private person. If the Corporation enters into one or more agreements with the District or its subsidiaries pursuant to which the Corporation provides individuals to staff and/or manage healthcare facilities of or related to the District, then upon the termination of such agreement, or upon termination of any renewal or extension thereof or successor agreement thereto, all of the assets of the Corporation (after adequate provision is made for the discharge or assumption of the Corporation's liabilities) shall be distributed to the District to be used exclusively for a public purpose and the Corporation shall be dissolved, and none of the assets will be distributed upon such termination to any Officer or Director of the Corporation or any other private person.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless

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may be more particularly stated in the bylaws of the Corporation.

IN WITNESS WHEREOF, we do make and file these Articles of Incorporation hereby declaring and certifying under oath that the facts herein are true, and we accordingly set our hands and seal at Panama City, Florida on the date(s) indicated below.

Date: April 15, 1996

R. Derek Miller
R. DEREK MILLR

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared R. Derek Miller, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 15th day of April, 1995.

Dorothy L. Walsingham
Notary Public
Notary Public - State of Florida
My Commission Expires:



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that BayMed Staffing, Inc., a corporation for not-for-profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 615 North Bonita Avenue, Panama City, Florida has named R. Derek Miller, located at 615 North Bonita Street, Panama City, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



R. Derek Miller
Registered Agent

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