

# N96000002335

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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STATE  
FLORIDA

☒ Profit-Acts.

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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ARTICLES OF INCORPORATION  
OF  
HELEN ELLIS MEMORIAL HOSPITAL REAL ESTATE CORPORATION  
STATE  
FLORIDA

Pursuant to Section 617.0301 and 617.0202 of the Florida Statutes, the Incorporator of Helen Ellis Memorial Hospital Real Estate Corporation has adopted the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be Helen Ellis Memorial Hospital Real Estate Corporation ("Corporation").

ARTICLE II

Principal Office

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

ARTICLE III

Mailing Address

The mailing address of the Corporation shall be Helen Ellis Memorial Hospital, 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 build and operate a medical office building for the benefit of the Tarpon Springs Hospital Foundation, Inc.; 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., d/b/a 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 Corporation's 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 Bylaws of the Corporation.

## 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.

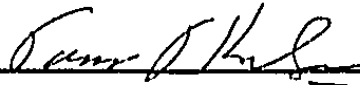
## ARTICLE XII

### Dissolution

Upon the dissolution or liquidation of the Corporation, whether such be de jure or de facto, in whole or in part, the Corporation's Board of Directors shall adopt a resolution establishing a plan of distribution. The plan of distribution shall provide that all assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed

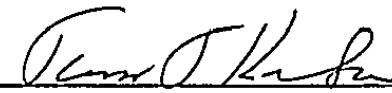
in accordance with applicable legal requirements shall be distributed to Tarpon Springs Hospital Foundation, Inc., a Florida not-for-profit corporation, if it is then exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) thereof. In the event Tarpon Springs Hospital Foundation, Inc. is not such an exempt organization at the time of distribution, the assets of the Corporation will be distributed at the election of the Board of Directors either to such charitable, scientific, educational or religious organization or organizations as the Board of Directors may select and which have been ruled exempt under Section 501(c)(3) of the Code, or to the City of Tarpon Springs, Florida, a Florida municipal corporation, for a public purpose. In the event that the Board of Directors fails to select and designate such an organization or organizations, then the assets hereof shall be distributed to such other organization or organizations as may be designated and selected by the Circuit Court of Pinellas County, Florida, to be used only for charitable, scientific, educational or religious purposes qualifying under Section 501(c)(3) of the Code. Under no circumstances shall any of the assets of this Corporation, upon dissolution, be distributed to any Director or Officer of the Corporation, or to any other private individual.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on behalf of the Corporation, this 30th day of April, 1996.

  
JAMES J. KENNEDY III  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

I, James J. Kennedy, III, hereby agree to act as the Registered Agent for Helen Ellis Memorial Hospital Real Estate Corporation, 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. KENNEDY III  
Registered Agent

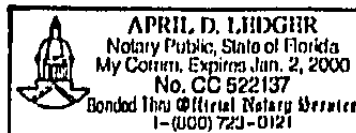
**ACKNOWLEDGMENT**

STATE OF FLORIDA                   )  
  )  
COUNTY OF HILLSBOROUGH       )

The foregoing instrument was acknowledged before me this 20th  
day of April, 1996, by James J. Kennedy III,  
the Independent/Ret. Agent, of Helen Ellis Memorial Hospital Real  
Estate Corporation, a Florida not-for-profit corporation.

April D. Lidger  
Notary Public

My Commission Expires:



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96 MAY - 1 PM 1:39  
HILLSBOROUGH, FLORIDA



N96000002335

**Buchanan Ingersoll**  
PROFESSIONAL CORPORATION

Attorneys

March 27, 1997

VIA REGULAR MAIL

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

RE: *Helen Ellis Memorial Hospital Real Estate Corporation*

Dear Sir/Madam:

Enclosed is the completed Statement of Change of Registered Office, for the 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 Memorial Hospital Real Estate Corporation 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

One Turnberry Place  
19495 Biscayne Boulevard, Suite 606  
Aventura, FL 33180-2320  
Telephone: 305-933-3600  
Fax: 305-933-2350

NationBank Tower  
100 S.W. Second Street, Suite 2950  
Miami, Florida 33131-2150  
Telephone: 305-347-4080  
Fax: 305-347-4089

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TALLAHASSEE, FLORIDA

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JFK

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 Memorial Hospital Real Estate Corporation

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

1c. Date of incorporation: 05/01/96 Document number: N96000002335

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

James J. Kennedy, III  
Buchanan Ingersoll, P.C.  
101 E. Kennedy Blvd., Suite 1030  
Tampa, FL 33602

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

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. Kieffer  
(Signature of an officer, chairman or  
vice chairman of the board)

March 06, 1997  
(Date)

JOSEPH N. KIEFFER 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.

James J. Kennedy, III  
(Signature of Registered Agent)

3/1/97  
(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

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