

1201 HAYS STREET

STATE OF FLORIDA 32607

800-342-8086

904 907  
904 2-0393

**CSC networks**

PROMPT RATE

LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 034765 1579E

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pignato*

ORDER DATE : July 29, 1996

ORDER TIME : 10:07 AM

ORDER NO. : 034765

CUSTOMER NO: 1579E

CUSTOMER: Ms. Kathleen Monday  
FOLEY & LARDNER

P. O. Box 3391

Tampa, FL 33601-3391

DOMESTIC FILING

NAME: BAYFRONT HEALTH FOUNDATION,  
INC.

EFFECTIVE DATE: \_

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

*6152611-  
W96-15827*

FILED  
SECRETARY OF STATE  
CORPORATIONS  
56 JUL 29 PM 1:10

*cf  
7/31/96*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 29 PM 1:10

July 29, 1996

*use date*

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: BAYFRONT HEALTH FOUNDATION, INC.  
Ref. Number: W96000015827

*Resubmit*

We have received your document for BAYFRONT HEALTH FOUNDATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 396A00036351

ARTICLES OF INCORPORATION  
OF  
BAYFRONT HEALTH FOUNDATION, INC.

FILED  
SECRETARY OF STATE  
NOTES FOR INCORPORATIONS

96 JUL 29 PM 1:10

The undersigned, natural person(s) of the age of eighteen (18) years of more acting as incorporator(s) of a Corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopt(s) the following Articles of Incorporation for such Corporation.

ARTICLE I  
Name

The name of the Corporation is Bayfront Health Foundation, Inc.

ARTICLE II  
Purposes

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Without limiting any of the foregoing purposes, the Corporation shall operate for the benefit and in support of Bayfront Health System, Inc., and any other organization described in Section 501(c)(3) of the Internal Revenue Code that is affiliated with and controlled by the aforementioned organization, receive charitable contributions on behalf of the aforementioned organizations, invest funds and, within the limits of any use or restriction upon such funds, distribute the income, principal or both for the benefit and support of the aforementioned organizations.

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 III  
Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 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 (or in opposition to) 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 IV Members

The Corporation will have members. The provisions relating to Members will be set forth in the Bylaws.

#### ARTICLE V Board of Trustees

The affairs of the Corporation shall be managed by a Board of Trustees. The number of Trustees constituting the initial Board of Trustees shall be three; thereafter, the number and manner of election or appointment of Trustees and their terms of office shall be as provided in the Bylaws, but the number of Trustees shall not be less than three.

#### ARTICLE VI Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no 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) 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 VI.

ARTICLE VII  
Amendment

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes.

ARTICLE VIII  
Miscellaneous

Section 1. The name and address of the initial registered agent of the Corporation is David L. Robbins, Esq., 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

Section 2. The mailing address in Florida of the principal office of the Corporation is 701 Sixth Street South, St. Petersburg, Florida 33701-4891.

Section 3. The names and addresses of the persons constituting the initial Board of Trustees are:

Sue G. Brody, 701 Sixth Street South, St. Petersburg, Florida 33701-4891.  
Robert J. Carter, 701 Sixth Street South, St. Petersburg, Florida 33701-4891.  
Donald J. Heinz, 701 Sixth Street South, St. Petersburg, Florida 33701-4891.

Section 4. The name and address of the incorporator is David L. Robbins, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602-5804.

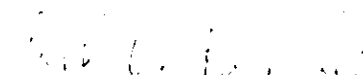
IN WITNESS WHEREOF, I have hereunto set my hand this 24<sup>th</sup> day of July, 1996.



David L. Robbins, Incorporator

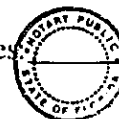
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Personally came before me this 24<sup>th</sup> day of July, 1996, the above-named David L. Robbins, to me known to be the person who executed the foregoing instrument and acknowledged the same.



Notary Public

My Commission Expires



TINA Y. RODRIGUEZ  
Notary Public, State of Florida  
My Comm. Exp. Oct 11 1996  
Comm. No. C-340973

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT

96 JUL 29 PM 1:10

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VIII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 26th day of July, 1996.

David L. Robbins  
David L. Robbins,  
Registered Agent

N 9600000 4005

FOLEY & LARDNER

ATTORNEYS AT LAW

JACKSONVILLE  
ORLANDO  
TALLAHASSEE  
WEST PALM BEACH  
MILWAUKEE  
MADISON  
CHICAGO  
WASHINGTON D C

100 NORTH TAMPA  
SUITE 2700  
TAMPA FL 33602 3391  
POST OFFICE BOX 3391  
TAMPA FL 33601 3391  
TELEPHONE (813) 229-2300  
FACSIMILE (813) 221-4210  
WRITER'S DIRECT LINE

August 19, 1996

A MEMBER OF GLOBALEX  
WITH MEMBER OFFICES IN

BERLIN  
BRUSSELS  
DRESDEN  
FRANKFURT  
LONDON  
PARIS  
SINGAPORE  
STUTTGART  
TAIPEI

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 AUG 21 AM 11:41  
08/22/96--01001--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Statement of Change of Registered Agent;  
Bayfront Health Foundation, Inc.

Gentlemen:

Enclosed for filing with the Florida Department of State is a Statement of Change of Registered Agent for the above named Corporation. Also enclosed is a check in the amount of \$35.00 for the filing fee.

If you have any questions or concerns with respect to the enclosed, please feel free to contact the undersigned.

Sincerely,

*Kathleen Monday*

Kathleen A. Monday  
Paralegal

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 AUG 21 AM 11:41

*PA-44*  
*DLK*  
*8/26*

**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: Bayfront Health Foundation, Inc.

1b. The mailing address of the corporation is : 701 Sixth Street South, St. Petersburg,  
Florida 33701-4891

1c. Date of incorporation: July 29, 1996 Document number: N96000004005

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

David L. Robbins, Esquire

100 N. Tampa Street, Suite 2700

Tampa, FL 33602

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

Sue G. Brody

701 Sixth Street South

St. Petersburg, FL 33701-4891

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

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

Sue G. Brody  
(Signature of an officer, chairman or  
vice chairman of the board)

August 6, 1996  
(Date)

Sue G. Brody, 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.

Sue G. Brody  
(Signature of Registered Agent)  
Sue G. Brody

August 6, 1996  
(Date)