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PRIENT MAIL  
LEGAL & FINANCIAL SERVICES

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CUSTOMER NO: 10764A

CUSTOMER: Larry Stout, Esq  
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NAME: MEMORIAL PHYSICIAN SERVICES,  
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: Clint Fuhrman

EXAMINER'S INITIALS:

cf  
9/16/96

DIVISION OF CORPORATION

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RECEIVED

**ARTICLES OF INCORPORATION  
OF  
MEMORIAL PHYSICIAN SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, being a Florida not-for-profit corporation, acting as the incorporator of a corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopts the following articles of incorporation (the "Articles") for such corporation.

**ARTICLE I**

**NAME**

The name of this corporation (the "Corporation") shall be Memorial Physician Services, Inc.

**ARTICLE II**

**PURPOSES**

This Corporation is organized and shall be operated exclusively as a cooperative hospital service organization within the meaning of Section 501(e) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Code").

In furtherance of the aforementioned, the Corporation shall:

(a) Perform, on a centralized basis, one or more of the following services and only such services: data processing, purchasing (including the purchasing and dispensing of drugs and pharmaceuticals to patron-hospitals), warehousing, billing and collection, food, clinical (including radiology), industrial engineering (including the installation, maintenance and repair of biomedical and similar equipment), laboratory, printing, communications, record center, and personnel (including recruitment, selection, testing, training, education and placement of personnel) services; and

(b) To perform said services solely for two or more patron-hospitals, each of which is an organization described in Section 501(c)(3) of the Code, or a constituent part of an organization described in Section 501(c)(3) of the Code which is exempt from taxation under Section 501(a) of the Code and which, if organized and operated as a separate entity, would constitute an organization described in Section 501(c)(3) of the Code.

(c) This Corporation is organized and shall be operated exclusively for charitable purposes and as a tax-exempt corporation as provided by Section 501(e) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt

from Federal Income Tax under Section 501(c)(3) or Section 501(c) of the Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) Any and all net earnings shall be allocated and paid to the patron-hospitals on the basis of services performed for them within eight and one-half (8-1/2) months after the close of the Corporation's taxable year. Such payments shall be benefits conferred on patron-hospitals in conformity with the purposes of this Corporation, and no such benefit or benefits shall constitute a dividend or distribution of income.

(e) To accept, receive and acquire funds, stocks, securities, and properties by donations, bequests, devises or otherwise.

(f) To acquire property, real and personal, to borrow money, and to pledge or encumber the property of the Corporation to secure the repayment of debt, to sell such property, real and personal, and to do such other things, as may be necessary for carrying out the general purposes declared.

(g) No part of the income of the Corporation shall be distributed to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation in a reasonable amount for services rendered.

(h) To engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of Florida.

(i) To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

### **ARTICLE III**

#### **MEMBERS**

The member of this Corporation (as defined in §617.01401(9), Florida Statutes) at the time of incorporation is Memorial Health Systems, Inc. Membership provisions (including the designation of classes, if any, and the method of acceptance of members of each such class) shall be set forth in the By-Laws. The right of members, or any class or classes of members, to vote, if any, may be limited, enlarged or denied to the extent specified in the By-Laws.

## ARTICLE IV

### PATRON-HOSPITALS

The patron-hospitals served by this Corporation at the time of incorporation are Memorial Health Systems, Inc., Memorial Hospital-Flagler, Inc., and Memorial Hospital-West Volusia, Inc.

## ARTICLE V

### QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION

In addition to the patron-hospitals named in Article IV, membership shall be available on application from hospitals that are interested in the objectives of the Corporation and which meet membership requirements. Only hospitals meeting the requirements set forth in Article II, paragraph (b) thereof shall be considered for patron-hospital membership. Application for membership shall be made in writing and approval for membership shall be determined in the sole discretion of the Board of Directors as set forth in the By-Laws of the Corporation.

## ARTICLE VI

### DURATION

This Corporation shall exist perpetually until terminated in the manner prescribed by law, commencing upon the filing of these Articles with the Department of State of the State of Florida.

## ARTICLE VII

### DISSOLUTION AND LIQUIDATION

This 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 a 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:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; and

(b) All of the remaining assets of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court

of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Under no circumstances shall any of the assets of the Corporation, upon dissolution or liquidation, be distributed to any private individual.

## **ARTICLE VIII**

### **PROHIBITIONS**

This Corporation shall not engage in any of the following activities:

(a) 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.

(b) 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 Code.

(c) 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 Code.

Notwithstanding any other provisions of these Articles, 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 Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE IX**

### **BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws, but the number of Directors shall not be less than three (3).

## **ARTICLE X**

### **BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the Corporation, provided such Bylaws and all amendments thereto are approved by the member, Memorial Health Systems, Inc.

**ARTICLE XI**  
**AMENDMENT**

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

**ARTICLE XII**  
**MISCELLANEOUS**

(a) The name of the initial registered agent of the Corporation is Charles B. Koval.

(b) The street address of the initial registered office and principal address of the Corporation is 873 Sterthaus Avenue, Ormond Beach, Florida 32174.

(c) The names and addresses of the persons constituting the initial Board of Directors are:

Richard A. Lind  
873 Sterthaus Avenue  
Ormond Beach, FL 32174

David L. Raines  
873 Sterthaus Avenue  
Ormond Beach, FL 32174

Patricia A. Dietrich  
873 Sterthaus Avenue  
Ormond Beach, FL 32174

(d) The name and address of the incorporator is Memorial Health Systems, Inc., 875 Sterthaus Avenue, Ormond Beach, Florida 32174.

IN WITNESS WHEREOF, I have hereunto set the hand and seal of Memorial Health Systems, Inc. this 10 day of September, 1996

MEMORIAL HEALTH SYSTEMS, INC.

By: Richard A. Lind  
Richard A. Lind, Its President  
Incorporator

(SEAL)

FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

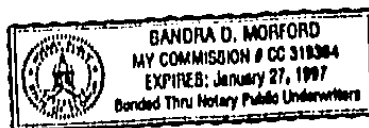
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**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of September, 1996, by Richard A. Lind, President of Memorial Health Systems, Inc., on behalf of the corporation. He is personally known to me.

Gandra D. Morford  
Notary Public, State of Florida at Large



**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent to accept service of process for the above stated Corporation, at the place designated in these Articles, I hereby accept said appointment, and agree to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open said office.

Charles B. Koval

Charles B. Koval, Registered Agent