

N 90000004814

1201 HAYS STREET  
TAYLOR, MASSACHUSETTS 01907  
Tel: 222-9111  
Fax: 222-9113

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PROFESSIONAL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 087122 4360422

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : September 16, 1996

ORDER TIME : 10:34 AM

ORDER NO. : 087122

000001949970

CUSTOMER NO: 4360422

CUSTOMER: Ms. Cindy Gunderson  
GREEN, STEWART & FARBER, P.C.

Three Westbrooke Corporate Ctr  
Ninth Floor  
Westchester, IL 601545735

DOMESTIC FILING

NAME: FLORIDA MEMORIAL HEALTH  
NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS: *JF 9/17/96*

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA MEMORIAL HEALTH NETWORK, INC.**

I, the undersigned natural person of the age of eighteen years or more acting as incorporator of a corporation under the Florida Not-For-Profit Corporation Act (Florida Statutes Chapter 617, Part 1), adopt the following Articles of Incorporation for such corporation:

**FIRST:** The name of the Corporation is Florida Memorial Health Network, Inc. (the "Corporation").

**SECOND:** The address of the principal office of the Corporation is 1061 Medical Center Drive, Suite 313, Orange City, Florida 32763. The Corporation's mailing address is 1061 Medical Center Drive, Suite 313, Orange City, Florida 32763.

**THIRD:** The purpose of the Corporation is to engage in the following activities:

A. To engage in any lawful act or activity for which corporations may be organized under the Florida Not-For-Profit Corporation Act.

B. To own, operate, and manage an organization which shall consist of members that separately contract with the Corporation to provide medical and hospital services to persons enrolled in health care benefit plans and do all that is required to accomplish such purpose as permitted by law.

**FOURTH:** The method of electing or appointing the members of the Corporation's Board of Directors is stated in the Bylaws. The names, addresses, and terms of the initial Directors are as follows:

**Directors Representing  
Class A Members**

**Address**

**Length  
of Term**

Volusia Medical Center

- |   |                          |  |           |
|---|--------------------------|--|-----------|
| 1 | Blupendra P. Patel, M.D. | 925 N. Stone Street<br>DeLand, FL 32720  | 6 months  |
| 2 | Neal S. Blank, D.O.      | 932 Saxon Blvd.<br>Orange City, FL 32763 | 30 months |
| 3 | Michael S. Grable, M.D.  | 685 Peachwood Drive<br>DeLand, FL 32724  | 18 months |

Memorial Hospital - West Volusia, Inc.

- |   |                              |  |           |
|---|------------------------------|--|-----------|
| 4 | Albert J. Razzetti, M.D.     | 907 N. Stone Street<br>DeLand, FL 32720    | 18 months |
| 5 | Grandy B. Barnard, III, M.D. | 809 N. Stone Street<br>DeLand, FL 32720    | 30 months |
| 6 | Taylor W. Griffin, Jr., M.D. | 740 W. Plymouth Avenue<br>DeLand, FL 32720 | 6 months  |

Memorial Hospital - Flagler, Inc.

- |   |                             |  |           |
|---|-----------------------------|--|-----------|
| 7 | Morris R. Carter, Jr., M.D. | 207 S. Lemon Street<br>Bunnell, FL 32110           | 18 months |
| 8 | Allan C. Oglesby, M.D.      | 309 Palm Coast Pkwy, NE<br>Palm Coast, FL 32137    | 30 months |
| 9 | Dennis T. Alter, M.D.       | 309 Palm Coast Pkwy, Ste 1<br>Palm Coast, FL 32137 | 6 months  |

Memorial Health Systems, Inc. d/b/a Memorial Hospital - Ormond Beach, Inc.

- |    |                            |  |           |
|----|----------------------------|--|-----------|
| 10 | Martin S. Feigenbaum, M.D. | 570 Memorial Circle<br>Ormond Beach, FL 32174            | 6 months  |
| 11 | John F. Cullen, M.D.       | 290 Clyde Morris Blvd., Ste A1<br>Ormond Beach, FL 32174 | 30 months |
| 12 | John T. Tolland, M.D.      | 550 Memorial Circle, Ste H<br>Ormond Beach, FL 32174     | 18 months |

At Large

- |     |                          |   |           |
|-----|--------------------------|---|-----------|
| 13. | Vijay K. Patel, M.D.     | 55 N. Kings Road., Ste B<br>Ormond Beach, FL 32174            | 6 months  |
| 14. | Lyle H. Wadsworth, M.D.  | 742 W. Plymouth Ave.<br>DeLand, FL 32720                      | 18 months |
| 15. | David A. Henderson, M.D. | 311 N. Clyde Morris Blvd., Ste 320<br>Daytona Beach, FL 32114 | 30 months |

Directors Representing  
Class B Members

Address

Adventist Health System/Sunbelt, Inc.

- |    |                   |   |
|----|-------------------|---|
| 1. | Richard K. Reiner | 601 E. Rollins Street<br>Orlando, Florida 32803 |
| 2. | Lawrence E. Schuk | 1055 Saxon Blvd.<br>Orange City, FL 32763       |
| 3. | Randy Haffner     | 1055 Saxon Blvd.<br>Orange City, FL 32763       |

Memorial Health Systems, Inc.

- |    |                    |  |
|----|--------------------|--|
| 4. | Richard A. Lind    | 875 Sterthaus Avenue<br>Ormond Beach, FL 32174 |
| 5. | David Raines       | 875 Sterthaus Avenue<br>Ormond Beach, FL 32174 |
| 6. | Clare Watson       | 875 Sterthaus Avenue<br>Ormond Beach, FL 32174 |
| 7. | Clark Christianson | 875 Sterthaus Avenue<br>Ormond Beach, FL 32174 |
| 8. | Patricia Dietrich  | 875 Sterthaus Avenue<br>Ormond Beach, FL 32174 |

The Directors shall act until the expiration of their terms as set forth above or until their successors are duly elected as set forth in the Bylaws and qualified.

**FIFTH:** The address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301. The Corporation's initial registered agent is Corporation Service Company.

**SIXTH:** The following individual is the Incorporator of the Corporation:

<u>Name</u>	<u>Address</u>
Keith R. Anderson, Esq.	Three Westbrook Corporate Center, 9th Floor Westchester, IL 60154

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 16th day of September, 1996, acknowledge the same to be my act, state that to the best of my knowledge, information, and belief these matters and facts are true in all material respects, and state that the statements are made under penalty for perjury.

  
Incorporator

ACCEPTANCE OF APPOINTMENT  
OF REGISTERED AGENT

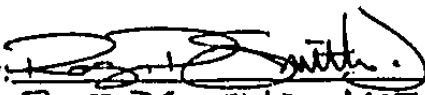
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DIVISION OF CORPORATIONS

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In accordance with the requirements of Sections 617.0202(f) and 617.0501(3) of the Florida Not-for-Profit Corporations Act, the undersigned hereby acknowledges and accepts the appointment as registered agent for service of process in Florida Memorial Health Network, Inc. which shall become effective upon the filing of said corporation's Articles of Incorporation with the Florida Department of State. The undersigned is familiar with and accepts the obligations of such position.

Registered Agent

**CORPORATION SERVICE COMPANY**  
1201 Hays Street  
Tallahassee, Florida 32301

By:   
ROGER P SMITH SR., ASST SECRETARY

Date: SEPTEMBER 16, 1996

N 96000004814



**MEMORIAL  
HEALTH SYSTEMS**

Ormond Beach • Flagler • West Volusia  
*A community-owned regional healthcare system*

April 4, 1997

Florida Memorial Health Network, Inc.  
c/o Beth Hall Palacios  
The Summit at Volusia Medical Center  
1061 Medical Center Drive  
Suite 313  
Orange City, FL 32763

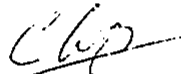
600002188416--2  
-05/22/97--01083--025  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Florida Memorial Health Network, Inc.

Dear Beth:

Enclosed please find the letter from the Secretary of State together with all attachments. Please sign the Statement of Change of Registered Office or Registered Agent or Both for Corporations form and forward the same together with everything from the Secretary of State to them for filing. Please enclose a check in the amount of \$35.00 made payable to the Department of State to cover the filing fee. Please copy me on the correspondence to the state. Call me if you have questions concerning the above.

Sincerely,

  
Charles B. Koval  
Vice President/Legal Services

CBK/sdm  
Encs.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. A. Charge  
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1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 28, 1997

Charles B. Koval  
% MEMORIAL HEALTH SYSTEMS  
875 Sterthaus Avenue  
Ormond Beach, FL 32174

SUBJECT: FLORIDA MEMORIAL HEALTH NETWORK, INC.  
Ref. Number: N96000004814

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 897A00015890

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MAY 16 1997  
MEMORIAL HEALTH SYSTEMS



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.

1. The name of the corporation is: FLORIDA PHARMACEUTICAL HEALTH NETWORK, INC.

2. The mailing address of the corporation is: 1061 MEDICAL CENTER DRIVE  
# 313, ORANGE CITY FL 32763 #227

3. Date of incorporation/qualification: 9/17/96 Document number: N46000004814(7)

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

CORPORATION SERVICE COMPANY  
1201 HAWK STREET  
TALLAHASSEE FL 32301

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

BETH PALACIOS  
THE SUITE AT VOLWIA MEDICAL CENTER  
1061 MEDICAL CENTER DRIVE  
SUITE 313  
ORANGE CITY FL 32763

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

*[Signature]*

4-14-97

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

(Date)

M.S. FELGENBAUM, MD - VICE CHAIRMAN

(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.

*Beth Hall Palacios*  
(Signature of Registered Agent)

4/14/97  
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)