

N96000005010

LEWIS W. FISHMAN
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLOR AT LAW
TWO DATHAN GINTRE - RUTH HWY
4000 SOUTH DAKELAND BOULEVARD
MIAMI, FLORIDA 33133

96 SEP 26 PM 12:00

TALLAHASSEE, FLORIDA

LEWIS W. FISHMAN
BOARD CERTIFIED IN FINANCIAL LAW

TELEPHONE (904) 670-0100
FAX (904) 670-0700

September 25, 1996

600001958016
-09/26/96--01064--011
****122.50 ****122.50

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

Re: Mercy Medical Group, Inc.

To Whom It Concerns:

Enclosed please find Articles of Incorporation for Mercy Medical Group, Inc., and a check in the amount of \$122.50, which sum represents filing fees of \$35.00, Registered Agent Designation of \$35.00 and a certified copy in the amount of \$52.50.

If you deem the Articles in order, please proceed to file them of record and return the certified copy to the undersigned at the above address.

If you have any questions, please do not hesitate to contact me.

Cordially,



Lewis W. Fishman

LWF:mmmr

OK
9/27/96

ARTICLES OF INCORPORATION
OF
MERCY MEDICAL GROUP, INC.

FILED
26 SEP 26 PM 12:09
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is MERCY MEDICAL GROUP, INC.

ARTICLE II

DENOMINATION

This Corporation adopts as its own the tradition, spirit and charism of the Congregation of the Sisters of St. Joseph of St. Augustine, Florida, a Religious Congregation of the Roman Catholic Church. This Corporation shall be operated and managed by the Directors in accord with the traditions, teachings and Canon Law of the Roman Catholic Church; and the Ethical and Religious Directives for Catholic Health Care Facilities promulgated by the National Conference of Catholic Bishops, as interpreted by the local Diocesan Bishop.

ARTICLE III

PURPOSES

This Corporation is a nonprofit corporation and is not organized for pecuniary profit. It is organized for religious, charitable and educational purposes under the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

Without limiting the generality of the foregoing, the purposes of the Corporation are to advance, promote and support the health care mission of Mercy Hospital, Inc. and SSJ

Mercy Health System, Inc., and to do any and all acts that are necessary, proper, useful, incidental or advantageous to the above stated purposes. These purposes include, but are not limited to:

3.1 To establish, develop and operate a primary/medical care network.

3.2 To procure medical practices.

3.3 To establish, develop and operate a multi-specialty physician network.

3.4 To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property.

3.5 To construct, maintain and operate improvements thereon necessary for the purposes of this Corporation described herein.

3.6 To do and transact all such business necessary, incidental to or in any way connected with said purposes, or any of them.

ARTICLE IV

POWERS

This Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

This Corporation shall have all the powers of a natural person and as provided by law, subject only to limitations imposed by these Articles, the By-Laws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any other 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 of 1986, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ARTICLE V

TERM OF EXISTENCE

The period of existence of this Corporation shall be perpetual, except as it may be dissolved as stated in Article X of these Articles or merged or consolidated as provided by law and these Articles.

ARTICLE VI

INCORPORATOR

This Corporation is incorporated by Mercy Medical Development, Inc., a Florida not-for-profit corporation. The name and address of the officer of said Corporation who is acting on behalf of the Incorporator is as follows:

William Heuson
Chairperson
3663 South Miami Avenue
Miami, Florida 33133

ARTICLE VII

MEMBER(S)

The Corporation shall have member(s) distinct from the Board of Directors. The admission and qualifications of the Member(s) of the Corporation shall be as set forth in the Corporation's By-Laws.

ARTICLE VIII

BOARD OF DIRECTORS

Except as otherwise provided by law, by these Articles of Incorporation, or by the Corporation's By-laws, the business and affairs of this Corporation shall be conducted by, and the powers of this Corporation shall be exercised by or under the authority of a Board of Directors, which shall be not less than three (3) in number.

The initial Board of Directors shall consist of three (3) persons; provided, however, that such number may be changed from time to time in the manner provided in the By-Laws of the Corporation. The Directors named herein as the initial Directors shall hold office until the first meeting of the Member(s) of the Corporation, at which time an election of Directors shall be held.

The names and addresses of such initial Directors of the Board of Directors are as follows:

William Heuson
3663 South Miami Avenue
Miami, FL 33133

Raul Lopez, M.D.
3663 South Miami Avenue
Miami, FL 33133

Edward J. Rosasco, Jr.
3663 South Miami Avenue
Miami, FL 33133

ARTICLE IX

PRINCIPAL OFFICE

The principal address and mailing address of the Corporation shall be:

3663 South Miami Avenue
Miami, FL 33133

ARTICLE X

DEDICATION AND DISSOLUTION OF ASSETS

All the property and assets of this Corporation are irrevocably dedicated to religious, charitable and educational purposes meeting the requirements for exemption provided by Section 501(c)(3) of the Internal Revenue Code of 1986.

No part of said property or assets shall inure to the benefit of any Member, Director or Officer of this Corporation to the benefit of any private individual; provided, however, that reasonable compensation may be paid the Chief Executive Officer and that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

Upon the dissolution, winding up or abandonment of the Corporation, the Member(s) of the Corporation shall, after payment, or provision for payment, of all debts and liabilities of this Corporation, dispose of all assets of the Corporation to such an organization or organizations organized and operated exclusively for charitable or religious purposes as shall at that time have established tax exempt status under Section 501(c)(3)

of the Internal Revenue Code of 1986, as amended, as the Member(s) of the Corporation shall determine in conformity with the Canon Law of the Roman Catholic Church.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be adopted only by the Member(s) of the Corporation acting in accordance with law and the Corporation's By-Laws.

ARTICLE XII

BY-LAWS

The By-Laws of this Corporation may be made, altered, amended, rescinded, added to or new by-laws may be adopted by the Member(s) of the Corporation acting in accordance with the law and as set forth in the Corporation's By-Laws.

ARTICLE XIII

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this Corporation shall be:

9130 South Dadeland Boulevard
Suite 1121
Miami, Florida 33156

The name of the Corporation's initial Registered Agent at said address is:

Lewis W. Fishman

IN WITNESS WHEREOF, I the undersigned, being an officer of Mercy Medical Development, Inc., the Incorporator of this Corporation for the purpose of forming this Corporation Not-For-Profit under the laws of the State of Florida, have executed these Articles of Incorporation this 16th day of September, 1996.

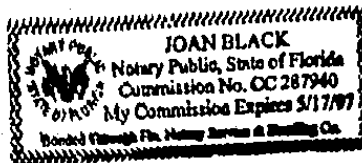
William D Heuson

William Heuson
Chairperson

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on the 16 day of September, 1996 by William Heuson.

Joan Black
Notary Public, State of Florida at Large



ACCEPTANCE OF REGISTERED AGENT

LEWIS W. FISHMAN does hereby agree to act as Registered Agent, until his resignation or another Registered Agent is appointed.

Sept 24 1996
Date Signed

Lewis W. Fishman

FILED
93 SEP 26 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA