

1201 HAYS STREET
TALLAHASSEE, FL 32310
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N96000005184



PRESTON HALL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 112539 80944A

AUTHORIZATION : Patricia Pzynt

COST LIMIT : \$ 175.00

ORDER DATE : October 8, 1996

ORDER TIME : 10:38 AM

ORDER NO. : 112539

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CUSTOMER NO: 80944A

CUSTOMER: Lealand L. Lovering, Esq
LOVERING VANCE & THOMPSON

200 Brevard Avenue

Cocoa, FL 32922

FILED
95 OCT -8 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WUESTHOFF FAMILY PHYSICIANS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 2 CERTIFIED COPIES
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
95 OCT -8 AM 11:59
DIVISION OF CORPORATION

W-21276
KR 10.8
10.9.96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: WUESTHOFF FAMILY PHYSICIANS, INC.
Ref. Number: W96000021276

We have received your document for WUESTHOFF FAMILY PHYSICIANS, INC. and the authorization to debit your account in the amount of \$175.00. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 896A00045877

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96 OCT -9 PM 3: 27
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
WUESTHOFF FAMILY PHYSICIANS, INC.**

The undersigned, acting as Incorporators of a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes (1995), do hereby certify as follows:

ARTICLE I

NAME

The name of this corporation shall be:
Wuesthoff Family Physicians, Inc.

ARTICLE II

PURPOSE

The corporation is organized as a not-for-profit corporation, exclusively for charitable, educational, scientific and medical purposes, to provide medical and related services, to support, encourage and develop innovative health care services by providing financial and management assistance to Wuesthoff Memorial Hospital, Inc., and its affiliates, and to act in all other relevant ways and means to further and promote the delivery of quality health care to all. In addition, and not by way of limitation, this corporation shall have the authority and powers provided in F.S. §617.0302, Florida Statutes (1995), and such other powers and authority as may be granted to corporations not-for-profit under Chapter 617, Florida Statutes (1995), and the laws of the State of Florida generally.

**ARTICLES OF INCORPORATION
OF WUESTHOFF FAMILY PHYSICIANS, INC.**

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Notwithstanding the foregoing or any other provisions of these Articles of Incorporation or Bylaws of the corporation:

(i) No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(ii) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States revenue statute (the "Code")), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) This 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.

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Corporation by transferring such assets to Wuesthoff Memorial Hospital, Inc., providing same is in existence at such time and qualifies as a tax exempt organization under 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to such organization or organizations organized and operated exclusively for charitable, scientific, educational, religious or literary 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 court of general jurisdiction of the county in which the principal office of the corporation is then located, in such manner, or to such organization or organizations qualifying under Section 501(c)(3) of the Code, as said court shall determine.

ARTICLE III

MEMBERS

The Sole Member of this corporation shall be Wuosthoff Health Systems, Inc., a Florida not-for-profit corporation, (herein called "Sole Member").

The Sole Member of the Corporation, in addition to other reservations set forth in these Articles of Incorporation and as may be contained in the Bylaws of Wuosthoff Family Physicians, Inc., expressly reserves the power to be exerted by it in its sole discretion:

- (a) To select or replace and to remove, at any time, with or without cause, the Directors of the Corporation;
- (b) To amend the Articles of Incorporation of the Corporation.
- (c) To amend, modify, substitute or replace the Bylaws of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

Except for the initial Board of Directors herein named and subject to the powers and authority reserved in these Articles to the Sole Member, the affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) members. Directors shall be elected from among the members in good standing of Wuosthoff Memorial Hospital, Inc.; provided, however, that a majority of Directors elected to

the Board shall also be members of the Board of Directors of Wuesthoff Memorial Hospital, Inc. Members of the Administrative Staff of the Sole Member may be appointed to the Board and shall be excluded from the provision that a majority of Directors shall be members of the Board of Directors of Wuesthoff Memorial Hospital. The initial Board of Directors shall serve until the Annual Meeting of the Sole Member or until their successors are selected by the Sole Member.

ARTICLE V

INCORPORATORS

The name and residence of each Incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Robert O. Carman	8130 S. Tropical Trail Merritt Island, Florida
Rebecca M. Colker	1461 Victoria Boulevard Rockledge, Florida
Terence M. Murphy	1332 Silver Lake Drive Melbourne, Florida
Bruce B. Payton	200 International Drive, No. 815 Cape Canaveral, Florida
Kathleen M. Weldon	8090 Windover Way Titusville, Florida

ARTICLE VI

REGISTERED OFFICE; REGISTERED AGENT

The address of the initial registered office of the Corporation is 110 Longwood Avenue, Rockledge, Florida 32955. The principal office and mailing address of the Corporation shall be the same.

ARTICLES OF INCORPORATION
OF WUESTHOFF FAMILY PHYSICIANS, INC.

The registered agent at that office is Robert O. Carman.

ARTICLE VII

BYLAWS

The Bylaws of the Corporation shall be adopted by the first Board of Directors named herein. Thereafter the Bylaws of the Corporation may be altered, amended or repealed and new or other Bylaws may be made and adopted by the Sole Member.

ARTICLE VIII

AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted at any meeting of the Sole Member by a majority vote upon notice given of intention to submit such amendments.

ARTICLE IX

LIMITATION OF AUTHORITY

The Board of Directors may not without the approval of the Sole Member of this Corporation:

(a) adopt or permit the adoption of any annual or long term capital and operational budgets of the Corporation, or of any affiliate or subsidiary of the Corporation, or any changes therein exceeding five (5%) percent of the total original budget;

(b) authorize or permit the Corporation or any affiliate or subsidiary to enter into any contract or engage in any transaction which is not provided for in an annual or long term capital or operational budget approved by the Sole Member

of the Corporation where the amount involved exceeds in the aggregate five (5%) percent of the total original budget:

(c) adopt or permit the adoption of any new or any changes to existing long term or master institutional plans of the Sole Member;

(d) enter into any transaction requiring a Certificate of Need;

(e) permit the adoption of a plan of dissolution of the Corporation or any affiliate or subsidiary of the Corporation;

(f) authorize or permit the Corporation or any affiliate or subsidiary of the Corporation to engage in or enter into any transaction providing for the sale, lease, exchange, mortgage, pledge, creation of a security interest in or other disposition of all or substantially all of its assets;

(g) adopt or permit the adoption of a plan of merger or consolidation of the Corporation or any affiliate or subsidiary of the Corporation with another Corporation;

(h) organize or acquire or authorize or permit the organization or acquisition of any subsidiary or affiliate of the Corporation.


ARTICLE X

DEFINITIONS

For the purposes of these Articles, "affiliate" shall mean any corporation, association, partnership, trust, joint venture or other entity directly or indirectly controlling or under

common control with the Corporation and "subsidiary" shall mean any entity directly or indirectly controlled by the Corporation. "Control" for these purposes shall mean the right to elect at least a majority of the members of the Board of Directors or other governing body of such entity.


IN WITNESS WHEREOF, the incorporators hereby have hereunto affixed their signatures this 30th day of September 1996.


Robert O. Carman


Bruce B. Payton


Rebecca M. Colker


Kathleen M. Weldon



Terence M. Murphy

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared Robert O. Carman, Rebecca M. Colker, Terence M. Murphy, Bruce B. Payton and Kathleen M. Weldon, all of whom are personally known to me ~~or who have produced~~ as identification and all of whom did take an oath and acknowledged before me that they executed the foregoing Articles of Incorporation of Wuesthoff Family Physicians, Inc., for the purposes stated therein.

WITNESS my hand and official seal in the State and County last aforesaid this 30th day of September 1996.

Printed name of Notary:


Notary Public
State of Florida at Large

LINDA S. DELEHANT

(SEAL)

My Commission expires:
Commission No.:

OFFICIAL NOTARY SEAL
LINDA S DELEHANT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC570398
MY COMMISSION EXP. JAN. 6, 1999

ARTICLES OF INCORPORATION
OF WUESTHOFF FAMILY PHYSICIANS, INC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 617.0501 and 617.0503, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is WUESTHOFF FAMILY PHYSICIANS, INC.
2. The name and address of the registered agent and office is:

ROBERT O. CARMAN
110 Longwood Avenue
Rockledge, Florida 32955

Dated this 30th day of September 1996.



Robert O. Carman



Bruce B. Payton



Rebecca M. Colker



Kathleen M. Weldon



Terence M. Murphy

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

Dated this 30th day of September 1996.



ROBERT O. CARMAN

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TALLAHASSEE, FLORIDA