

1201 HAYS STREET
WEST PALM BEACH, FL 33411-3607
(407) 833-9971
(407) 833-9993 FAX

800-342-8086



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 149254 7115607

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : November 8, 1996

ORDER TIME : 11:30 AM

ORDER NO. : 149254-005

4000002001124--9

CUSTOMER NO: 7115607

CUSTOMER: Gerald F. Richman, Esq
FLOYD PEARSON RICHMAN GREER
WEIL BRUMBACH & RUSSOMANNO
1100 East Tower
777 S. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: SAVE OUR HOSPITAL, 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: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
96 NOV -8 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 NOV -8 PM 2:04
DIVISION OF CORPORATION

162
11-12-96

FILED
JUN -8 11 8:27
CLERK OF DISTRICT COURT
SOUTH FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be Save Our Hospital, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be Phillips Point East Tower, 777 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401-6161.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to support Boca Raton Community Hospital, Inc., a non-profit organization, by insuring that its non-profit character and Section 501(c)(3) status is maintained, with the corporation having the power to institute legal actions to further the aims of the corporation, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The affairs and business of the corporation shall be conducted by a Board of Directors or through its duly elected executive committee. The Board shall consist of not less than 6 persons. The members of the Board shall be elected annually by the existing directors.

The initial Board of Directors and their addresses shall be:

<u>Name</u>	<u>Address</u>
Peter Blum	1890 South Ocean Boulevard Manalapan, FL 33462
Stephen Babic, M.D.	7155 Queen Ferry Circle Boca Raton, FL 33496
Barry Davis, M.D.	591 Golden Harbor Drive Boca Raton, FL 33432

Michael P. Irvin

648 S. W. 2nd Street
Boca Raton, FL 33486

Stanley Sacks

4881 5th Lane
Boca Raton, FL 33432

In the event of a vacancy on the Board of Directors by reason of death, resignation or removal, the replacement Director shall be elected in accordance with the By-Laws.

ARTICLE V

LIMITATION OF CORPORATE POWER

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, and are limited as follows:

1. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the corporation's charitable purposes as herein (defined), and no member, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
2. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code and directly related to the corporation's charitable purposes.
3. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of common pleas of the county in which

the principal office of the corporation is then located, exclusively for such purposes or to such organizational organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

INITIAL REGISTERED AGENT

AND STREET ADDRESS

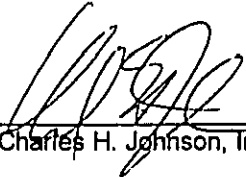
The name and address of the initial registered agent is Gerald F. Richman, Phillips Point East Tower, 777 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401-6161.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator for these Articles of Incorporation is Charles H. Johnson, 201 S. Biscayne Boulevard, 10th Floor, Miami, Florida 33131.

The undersigned Incorporator has executed these Articles of Incorporation this 7th day of November, 1996.



Charles H. Johnson, Incorporator

corp/notifyet/artincrp hos

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Office in the State of Florida.

1. The name of the corporation is Save Our Hospital, Inc.
2. The name and address of the Registered Agent and Registered Office is:

Gerald F. Richman
Phillips Point East Tower
777 South Flagler Drive, Suite 1100
West Palm Beach, Florida 33401-6161


Charles H. Johnson, Subscriber to the Articles
of Incorporation

Date: November 7, 1996.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated on this Certificate, I hereby accept appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Gerald F. Richman