

NR 96000006130

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November 25, 1996

BY FEDERAL EXPRESS DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: Tampa General Staffing, Inc., a Not-for Profit Corporation

Dear Sirs:

Enclosed for filing please find the Articles of Incorporation of Tampa General Staffing, Inc., a not-for-profit corporation under Chapter 617, Florida Statutes. Kindly file the Articles of Incorporation immediately and provide me with a certified copy of the Articles, as filed, by return mail. Our firm check in the sum of \$122.50 is enclosed in payment of the filing fee and certified copy fee.

Should you have any questions concerning this filing, please contact my office at the telephone number indicated above.

Very truly yours,

ALLEN, DELL, FRANK & TRINKLE, P.A.

Richard A. Harrison

NR 796-5466

RAH/kls

Enclosures

cc: Hillsborough County Hospital Authority

AB 12/4

FILED
96 NOV 26 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TAMPA GENERAL STAFFING, INC.**

FILED
96 NOV 26 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is "Tampa General Staffing, Inc." hereinafter referred to as the "Corporation."

**ARTICLE II
PURPOSES**

The Corporation is organized exclusively for such charitable, educational and scientific purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future United States Internal Revenue Law. The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, and Chapter 96-449, Laws of Florida, on a non-stock basis, to assist the Hillsborough County Hospital Authority (the "Authority"), a special district and a public body corporate of Florida, created and existing pursuant to Chapter 96-449, Law of Florida (the "Act"), in carrying out its duties and responsibilities pursuant to the Act. The formation of the Corporation by the Authority is expressly authorized by Section 5 of the Act.

Within the scope of the foregoing, the Corporation is formed for the single specific purpose of providing individuals to staff and/or manage the medical facilities, hospitals, and related support facilities and healthcare entities that are owned, directly or indirectly, or may be owned, directly or

indirectly, or controlled in the future by the Authority. In that manner, the Corporation will serve to promote the general health of the citizens within and without Hillsborough County, Florida. The Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes; provided however, that the Corporation while exercising any one or more powers shall do so exclusively in furtherance of the corporate purpose as described in this Article II and only in furtherance of a charitable, educational or scientific purpose, within the meaning of Section 510(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or other private person, except as reasonable compensation for services rendered or to make payments in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall be for the carrying on of a program of propaganda or for influencing legislation. The Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or (b) an organization to which contributions are deductible under Section 170 (c)(2) of the Code.

ARTICLE III MEMBERSHIP

Section 1. Sole Member. The Sole Member of the Corporation shall be the Authority, whose principal offices are located at Tampa General Hospital, Davis Islands, 1 Columbia Drive, Tampa, Florida 33606.

Section 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE IV
TERM

The term of the Corporation shall be perpetual, except as provided in Article XII hereof.

ARTICLE V
SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation are:

H. L. Culbreath
702 North Franklin Street
Tampa, Florida 33602

ARTICLE VI
REGISTERED OFFICE AND AGENT; PRINCIPAL OFFICE

The initial registered office and principal place of business of the Corporation is Tampa General Hospital, Davis Islands, Tampa, Florida 33606, and the name of the initial registered agent at said address is Bruce Siegel, M.D. The mailing address of the Corporation is P. O. Box 1289, Tampa, Florida 33601.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The initial Board of Directors shall consist of the following fifteen (15) persons:

H.L. Culbreath

Jay Wolfson
Dottie Berger
C. Blythe Andrews, Jr.
Madeleine Courtney
John J. Dingfelder
Robert S. Edwards
Pat Frank
John J. Howley
James A. Jimenez
Donald Mellman
Lois LaCivita Nixon
Rev. Thomas Scott
Terrence M. Shirley
Joe Elena Weachter

As provided in the Bylaws of the Corporation, at the Corporation's organizational meeting, a fifteen-member Board of Directors shall be appointed, comprised of the Board of Trustees of the Authority. Thereafter, the Board of Directors shall consist of the same number of Directors as there are Trustees of the Authority, and each Director shall be a Trustee of the Authority.

Section 2. Term. The terms of Directors shall coincide with their terms as Trustees of the Authority.

Section 3. Criteria for Directors. Persons eligible for membership on the Board of Directors shall initially and at all times be Trustees of the Authority.

Section 4. Advisors. The Bylaws of the Corporation may provide for the appointment of advisors to the Board of Directors. Advisors shall be non-voting and shall not be considered Directors.

Section 5. Compensation. Directors shall not be compensated for the performance of their duties as Directors but shall be reimbursed for their expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

Section 6. Restrictions on Authority of the Board. The Board of Directors of the Corporation may not, without the prior approval of the Sole Member of the Corporation:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (d) Adopt any annual or long-term capital and operational budgets of the Corporation or approve any changes therein;
- (e) Amend, take any action to terminate, or give any notice not to renew any staffing or management agreement between the Corporation and the Authority;
- (f) Retain attorneys, accountants, architects, engineers, financial advisors, underwriters, actuaries, or insurance consultants; or
- (g) Take any action to amend these Articles of Incorporation.

ARTICLE VIII

OFFICERS

Section 1. Officers of the Board. The Officers of the Board of Directors shall at all times be identical to, and have the same functions as, the officers of the Board of Trustees of the Authority. The Chairman shall preside at all meetings of the Board of Directors. The Vice Chairman shall preside in the absence of the Chairman, and the Secretary shall preside in the absence of both the Chairman and the Vice Chairman.

The names of the initial Officers of the Board of Directors who are to serve until the organizational meeting are as follows:

H.L. Culbreath - Chairman

Jay Wolfson - Vice Chairman

Dottie Berger - Secretary

Section 2. Officers of the Corporation. The Board of Directors shall at the organizational meeting of the Corporation and, when appropriate, at subsequent annual meetings of the Board elect a President, a Vice President, and a Secretary/Treasurer, each of whom shall serve at the pleasure of the Board and each of whom shall be an Officer of the Corporation. The President, the Vice President, and the Secretary/Treasurer shall have such duties as set forth in the Bylaws or as established by the Board. There may be such other officers and assistant officers of the Corporation as may be deemed necessary by the Board of Directors and as provided in the Bylaws.

The names of the initial officers of the Corporation who are to serve until the organizational meeting and first election of the Officers of the Corporation are as follows:

Bruce Siegel, M.D. - President

Mary Ann Knight

- Vice President

Kathy Gillette

- Secretary/Treasurer

ARTICLE IX
ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

ARTICLE X
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors may amend, alter or repeal any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and, such proposal shall be adopted by affirmative vote of two-thirds (2/3) of the total voting members of the Board at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the

Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of a meeting or the fifteen (15) day notice. Such amendment shall be effective upon approval by the Sole Member.

ARTICLE XI ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for the purpose of electing Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meeting as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation.

ARTICLE XII DISSOLUTION

The Corporation may be dissolved at any time by the act of the Board of Trustees of the Authority. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to the Authority, to be used exclusively for a public purpose, and none of the assets will be distributed upon such dissolution to any Officer or Director of the Corporation or any other private person. If the Corporation enters into one or more agreements with the Authority or its subsidiaries pursuant to which the Corporation provides individuals to staff and/or manage health care facilities of or related to the Authority, then upon the termination of such agreement, or upon termination of any renewal or extension thereof or successor agreement thereto, all of the assets of the Corporation (after adequate provision is made for the discharge or assumption of the Corporation's liabilities) shall be distributed to the Authority to be

used exclusively for a public purpose and the Corporation shall be dissolved, and none of the assets will be distributed upon such termination to any Officer or Director of the Corporation or any other private person.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

IN WITNESS WHEREOF, we do make and file these Articles of Incorporation hereby declaring and certifying under oath that the facts herein are true, and we accordingly set our hands and seal at Tampa, Florida on the date(s) indicated below.

Date: November 23, 1996

H.L. Culbreath
H.L. CULBREATH

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared H.L.CULBREATH, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 23rd
day of November, 1996.

Richard A. Harrison

Notary Public
Notary Public - State of Florida
My Commission Expires



RICHARD A. HARRISON
My Commission CC486718
Expires Aug. 07, 1999
Bonded by ANB
800-852-5878

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 NOV 26 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Tampa General Staffing, Inc.

2. The name and address of the registered agent and office is:

Bruce Siegel, M.D.
Tampa General Hospital
Davis Islands
Tampa, Florida 33606

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 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.


Bruce Siegel, M.D.

November 23, 1996
(Date)