

N960000006132

**MEMORIAL  
HEALTH SYSTEMS**

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

November 22, 1996

Secretary of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, FL 32304

000002014770--8  
-11/26/96--01128--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: HealthCare Partners of Memorial, Inc.

Dear Sir:

Enclosed please find two duplicate original Articles of Incorporation for filing. Also enclosed is our check in the amount of \$122.50 representing following:

Filing fee	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	+ 35.00
Total:	\$ 122.50

Please return a certified copy of the Articles of Incorporation after filing indicating the filing date. Please call me if you have questions.

Sincerely,



Charles B. Koval  
Vice President/Legal Services

CBK/sdm  
Encs.

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96 NOV 25 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-4-96  
KR

**ARTICLES OF INCORPORATION  
OF  
HEALTHCARE PARTNERS OF MEMORIAL, INC.**

FILED  
96 NOV 25 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 HealthCare Partners of Memorial, Inc. (the "Corporation").

**SECOND:** The address of the principal office of the Corporation is 875 Sterthaus Avenue, Ormond Beach, Florida 32174. The Corporation's mailing address is 875 Sterthaus Avenue, Ormond Beach, Florida 32174.

**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 employ physicians and other licensed healthcare providers to provide medical and hospital services to persons requiring professional medical services and do all that is required to accomplish such purpose as permitted by law.

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

<u>Name</u>	<u>Address</u>	<u>Length of Term</u>
Richard A. Lind	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite
David L. Raines	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite
Patricie A. Dietrich	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite
Johnette Vodenicker	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite
Clark P. Christianson	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite
Charles B. Koval	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite

The Directors shall act 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 875 Sterthaus Avenue, Ormond Beach, Florida 32174. The Corporation's initial registered agent is Charles B. Koval.

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

<u>Name</u>	<u>Address</u>
Charles B. Koval	875 Sterthaus Avenue Ormond Beach, FL 32174

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 22 day of November, 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.

Charles B. Koval  
Incorporator

**ACCEPTANCE OF APPOINTMENT  
OF REGISTERED AGENT**

In accordance with the requirements of Sections 617.0202(f) and 617.0501(3) of the Florida Not-For-Profit Corporation Act, the undersigned hereby acknowledges and accepts the appointment as registered agent for service of process in HealthCare Partners of Memorial, 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

  
\_\_\_\_\_  
Charles B. Koval

Date: November 22, 1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N 96000006132

**MEMORIAL**  
**HEALTH SYSTEMS**

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

91 SEP -8 11:10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 4, 1997

Secretary of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32304

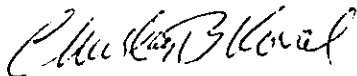
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-08/11/97--01110--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: HealthCare Partners of Memorial, Inc.

Dear Sir:

Enclosed please find two duplicate original Articles of Amendment for HealthCare Partners of Memorial, Inc. for filing. Also enclosed is our check in the amount of \$35.00 representing the filing fee. Please forward one duplicate original back to me showing that the articles were filed. Thank you for your help in this matter. Please call me if you have questions.

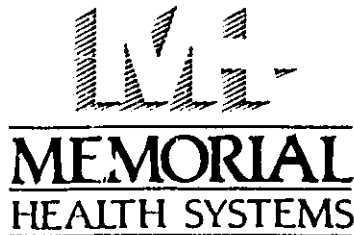
Sincerely,



Charles B. Koval  
Vice President/Legal Services

CBK/sdm  
Encs.

AM  
OKC  
9-9



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

September 3 '1997

Secretary of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32304

Re: HealthCare Partners of Memorial, Inc.

Dear Sir:

Enclosed please find two duplicate original Articles of Amendment for HealthCare Partners of Memorial, Inc. for filing. Also enclosed is a copy of your letter requesting changes to the Articles of Amendment previously sent. Please forward one duplicate original back to me showing that the articles were filed. Thank you for your help in this matter. Please call me if you have questions.

Sincerely,

Charles B. Koval  
Vice President/Legal Services

CBK/sdm  
Encs.

Wili



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED

August 19, 1997

CHARLES B. KOVAL  
MEMORIAL HEALTH SYSTEMS  
875 STERTHAUS AVENUE  
ORMOND BEACH, FL 32174

SUBJECT: HEALTHCARE PARTNERS OF MEMORIAL, INC.  
Ref. Number: N96000006132

We have received your document for HEALTHCARE PARTNERS OF MEMORIAL, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the 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 (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 797A00041872



**ARTICLES OF AMENDMENT  
OF  
HEALTHCARE PARTNERS OF MEMORIAL, INC.**

RECORDED  
INDEXED  
37 SEP -8 11:03:52  
TALLAHASSEE

Pursuant to Section 617.1001, Florida Statutes, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. Article Third is hereby amended to read as follows:

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 employ physicians and other licensed healthcare providers to provide medical and hospital services to persons requiring professional medical services and do all that is required to accomplish such purpose as permitted by law.

Except as limited by these Articles of Incorporation, the Corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Florida Not-For-Profit Corporation Act, provided, however, that such is not inconsistent with the Corporation's exclusively charitable, scientific and educational purposes, nor with the requirements of Section 501(c)(3) and Section 509(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Law.

No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in, any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, state or local laws or violate generally accepted ethical standards.

It is intended that the Corporation shall have and continue to have the status of a Corporation which is exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 and successor statutes and which is other than a private foundation as defined in Section 509 of the Internal Revenue Code of 1986, and these Articles of Incorporation shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to a private individual, but the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make reasonable payments and distributions in furtherance of the purposes set forth herein.

Notwithstanding the above enumeration of objects and powers, the Corporation shall not engage in activities, other than to an insubstantial extent, which in themselves are not in furtherance of the charitable, scientific or educational purposes or objects of this Corporation as hereinabove specified or which in themselves are not in furtherance of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code.

2. The foregoing amendment was adopted by the Board of Directors on July 10, 1997.

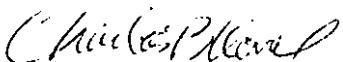
3. The foregoing amendment was adopted by the Incorporator and by the Board of Directors. No members of the corporation are entitled to vote on this amendment.

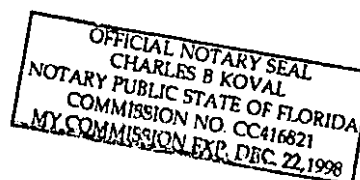
IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 10th day of July, 1997.

  
\_\_\_\_\_  
Richard A. Lind, President and Director

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me September 2, 1997, by Richard A. Lind, President and Director of HealthCare Partners of Memorial, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large



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