

N98000004205



Health
First, Inc.

July 16, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/20/98--01051--006
***122.50 ***122.50

Gentlemen:

Health Outreach Prevention and Education Foundation, Inc.

We are enclosing herewith original and duplicate Articles of Incorporation for the above-proposed corporation. The duplicate copy has been subscribed and acknowledged in the same manner as the original. Please endorse your approval on the duplicate, certify and return to the undersigned.

Our check for \$122.50 is enclosed, representing the following:

Articles of Incorporation filing fee	\$35.00
Articles of Incorporation certification fee	\$52.50
Designation of Registered Agent filing fee	\$35.00

Thank you for your cooperation in this matter.

Sincerely,

Wilma F. Daniel
Legal Assistant to Corporate Counsel

Enclosures

FILED
98 JUL 20 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of Corporate Counsel

reply to: 8249 Devereux Drive,
Melbourne, FL 32940

telephone [407] 752-4355
FAX [407] 253-3273

Health First, Inc. • 8249 Devereux Drive • Melbourne, Florida 32940-7955 • (407) 752-4300
Cape Canaveral Hospital • 701 West Cocoa Beach Causeway • PO Box 320069, Cocoa Beach, Florida 32932-0069 • (407) 799-7111
Holmes Regional Medical Center • 1350 South Hickory Street, Melbourne, Florida 32901-3276 • (407) 727-7000
Palm Bay Community Hospital • 1425 Malabar Road NE, Palm Bay, Florida 32907-2599 • (407) 722-8000

7-21-98

ARTICLES OF INCORPORATION
HEALTH OUTREACH PREVENTION AND
EDUCATION FOUNDATION, INC.

[a corporation not for profit]

FILED
98 JUL 20 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
Name

The name of the corporation shall be Health Outreach Prevention and Education Foundation, Inc.

Article II
Purpose

The purpose or purposes for which this Corporation is organized are:

1. To develop community support, to provide direction and expertise, and to assist in acquiring funds and resources for the provision of an outreach health care delivery system designed to find, treat and manage community health care needs with preventive programs or treatment.
2. To facilitate community relationships among community service organizations to address health and health-related community issues and to identify special needs of the community which would be better served by coordinating existing services.
3. To do everything necessary, suitable or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Florida upon a not-for-profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida.

This Corporation is organized exclusively for charitable, scientific, and educational purposes for which a corporation may be formed under the not-for-profit corporation law and not for pecuniary profit or financial gain; and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer, or individual. The Corporation shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation.

Article III Term

The period of existence of the Corporation shall be perpetual.

Article IV Member

The sole member of the Corporation shall be Health First, Inc., a Florida not-for-profit corporation. Provisions relating to the Member including voting and other rights shall be set forth in the Bylaws of the Corporation.

Article V Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors which shall consist of such number of Directors as shall be fixed by the Bylaws. The manner of selection, classification, qualification, removal, terms of office and all other provisions relating to Directors shall be as provided in the Bylaws.

Subject to the limitations of these Articles of Incorporation of the Corporation, the Bylaws and the laws of the State of Florida, the Board of Directors shall not take any action with respect to the following without approval of the Member:

- (a) any change in the mission, purpose or scope of the Corporation and its operation;
- (b) the incurrence of debt or guarantee the debt of another;
- (c) the approval of the sale, lease, purchase, conveyance or other disposition of any real property or any personal property of the Corporation having a fair market value in excess of \$100,000;
- (d) the approval of the sale, lease, purchase, conveyance or other disposition of all or substantially all of the assets of the Corporation;
- (e) the approval of annual operating and capital expenditure budgets of the Corporation and any material deviations from such budgets;
- (f) the approval of the appointment or engagement of all auditors and legal counsel and the engagement of consultants involving expenditures in excess of \$50,000 annually;
- (g) the approval of any significant changes of human resource and employee benefit, accounting, financial and other policies and procedures;

- (h) the approval of strategic and long-range plans, major fund raising programs and financial commitments (over and above those contained in approved budgets) in excess of \$100,000;
- (i) the creation, acquisition, sale, purchase, dissolution or other disposition of any affiliated or controlled entity or any joint venture or any interest in any such entity;
- (j) the relocation, implementation or discontinuation of a major program or service; and
- (k) the repeal, amendment or restatement of Articles of Incorporation and Bylaws of the Corporation.

Article VI Bylaws

The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Article VII Amendments

These Articles of Incorporation may be amended only by the Member in the manner now or hereafter provided in the Florida Statutes.

Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 617 of the Florida Statutes.

Article VIII Dissolution

The Corporation may be dissolved in the manner provided in applicable provisions of the Florida Statutes or any equivalent successor provision. In the event of dissolution of the Corporation, no liquidating or other dividends and distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
2. The remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve, adopted in the manner set forth above in this Article VIII or, in any other event, as determined by the appropriate court of Brevard County, Florida.

Article IX Address

The location of this Corporation shall be at 1350 South Hickory Street in the City of Melbourne, County of Brevard, State of Florida.

Article X Registered Office and Registered Agent

The address of the registered office of this Corporation is 8249 Devereux Drive, Melbourne, Florida 32940, and the name of the registered agent at that address is David E. Mathias.

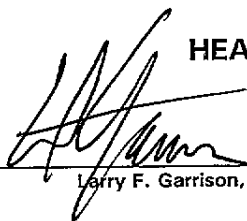
Article XI Incorporator

The name and business address of the incorporator is as follows:

Health First, Inc.
8249 Devereux Drive
Melbourne, FL 32940

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles to be executed in its name by its proper officer thereunto duly authorized and its corporate seal to be hereunto affixed, this 9th day of July 1998.

By



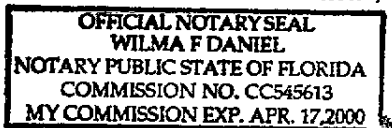
HEALTH FIRST, INC.

Larry F. Garrison, Executive Vice President

*Sworn to and subscribed before me this 9th day
of July 1998 by Larry F. Garrison, who is
personally known by me.*



Notary Public

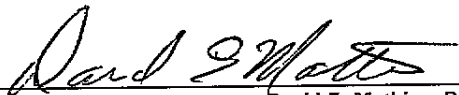


[corporate seal]

HEALTH OUTREACH PREVENTION AND
EDUCATION FOUNDATION, INC.

REGISTERED AGENT
ACCEPTANCE OF APPOINTMENT

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designed in the Articles of Incorporation, I hereby accept this appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


David E. Mathias, Registered Agent

Date July 9, 1998

FILED
98 JUL 20 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA