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HALIFAX
COMMUNITY HEALTH SYSTEM

DAVID J. DAVIDSON
GENERAL COUNSEL

September 14, 1998

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-09/16/98--01010--003
*****70.00 *****70.00

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

Re: Volusia Health Alliance, Inc.

Ladies/Gentlemen:

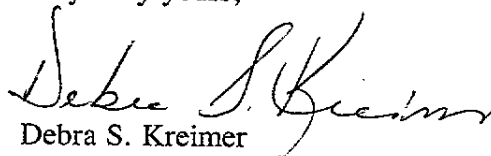
Enclosed herewith for filing is the original and one copy of Articles of Incorporation for Volusia Health Alliance, Inc. Also enclosed is a check in the amount of \$70.00 for the associated filing fee.

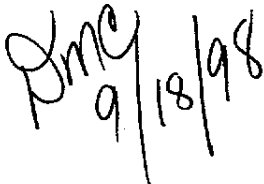
Please return your acknowledgement of filing to:

Debra S. Kreimer
Legal Department
303 North Clyde Morris Boulevard
Daytona Beach, FL 32114

Thank you for your assistance in this matter. Please do not hesitate to contact the undersigned at (904) 254-4340 should you have any questions in this regard.

Very truly yours,


Debra S. Kreimer
Legal Assistant



:dsk
enclosure

(9)

FILED
98 SEP 16 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VOLUSIA HEALTH ALLIANCE, INC.

FILED
98 SEP 16 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Volusia Health Alliance, Inc., hereinafter referred to as the "Corporation".

ARTICLE II - TERM

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

ARTICLE III - PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 131 East New York Avenue, DeLand, Florida 32724.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 303 North Clyde Morris Boulevard, Daytona Beach, Florida 32114, and the initial registered agent at said address is David J. Davidson.

ARTICLE V - 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, on a non-stock basis, to assist the Halifax Hospital Medical Center, a special tax district, public body corporate and politic of Florida, created by Chapter 79-577, Laws of Florida, as amended, and the Southeast Volusia Hospital District, a special tax district, public body corporate and politic of Florida, created by Chapter 24961, Laws of Florida, as amended, and the West Volusia Hospital Authority, a special tax district, public body corporate and politic of Florida, created by Chapter 57-2085, Laws of Florida, as amended, (collectively referred to as the "Districts") in carrying out the Districts' duties and responsibilities pursuant to the aforementioned enabling legislation and pursuant to the Interlocal Management Services Organization Agreement (hereinafter "MSO Agreement") entered into by and among the Districts. In that manner, the Corporation will serve to promote the general health of the citizens served by the Districts.

Within the scope of the foregoing, 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 a charitable, educational or scientific purpose within the meaning of Section 501(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 to make payments in furtherance of the purposes set forth in this Article V. 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 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 VI - MEMBERSHIP

The Members of the Corporation shall be the Halifax Hospital Medical Center special tax district, the Southeast Volusia Hospital District special tax district, and the West Volusia Hospital Authority special tax district. Membership in the Corporation is not transferable or assignable.

ARTICLE VII - INCORPORATORS

The names and addresses of the Incorporators of the Corporation are:

James H. Foster	Arden W. Kelly	Jeff Portman
353 Oak Drive	1025 South Glencoe Road	258 Flowing Well Road
Ormond Beach, FL 32176	New Smyrna Beach, FL 32168	DeLand, FL 32720

ARTICLE VIII - 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, which shall consist of seven members, all of whom shall be residents of Volusia County. Three of the Directors shall be Commissioners appointed by each of the three respective Districts, and one shall be appointed by the Volusia County Health Department. These four Directors shall be the Standing Directors. Of the remaining three Directors, one shall be a resident of the Halifax Hospital Medical Center district appointed by majority vote of the Standing Directors; one shall be a resident of the Southeast Volusia Hospital District appointed by majority vote of the Standing Directors; and one shall be a resident of the West Volusia Hospital Authority appointed by majority vote of the Standing Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation, the Bylaws of the Corporation, and the MSO Agreement. Directors shall serve terms of two years. However, Commissioners serving as Directors shall not serve beyond the expiration of their terms as Commissioner. The manner of appointment to the Board, appointment of additional members, limitations on terms, and quorum and manner of acting shall be as set forth in the Bylaws of the Corporation and be consistent with the MSO Agreement.

Section 2. Compensation. Directors shall not be compensated for the performance of their duties as directors but shall be reimbursed for their approved expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

ARTICLE IX - OFFICERS

Section 1. Officers of the Board of Directors. The Officers of the Board of Directors shall consist of a Chairman and a Vice-Chairman. The terms of office of each officer and the manner of their election or appointment shall be as specified in the Bylaws of the Corporation and consistent with the MSO Agreement.

Section 2. Officers of the Corporation. The Officers of the Corporation shall consist of a President/Chief Executive Officer, and an Executive Vice President/Chief Operating Officer, each of whom shall serve at the discretion of the Board of Directors with such powers and authority as may be given by the Board of Directors, and such other officers designated by the Board of Directors in accordance with the provisions of the Corporation's Bylaws, and consistent with the MSO Agreement.

ARTICLE X - 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, subject to ratification by each Member of the Corporation, by a majority vote of the voting members present at a meeting upon which such proposal is to be consider, a majority of voting Directors being present, providing a copy of the proposal shall have been submitted in writing to each Director (including ex-officio directors) at least thirty (30) 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, subject to

ratification by each of the Members of the Corporation, the amendment shall thereby be adopted without the necessity of the thirty (30) day notice.

ARTICLE XI - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors may amend, alter or repeal any provision to these Articles of Incorporation, subject to ratification by each Member of the Corporation. Such amendment may be proposed by any voting Director of the Board of Directors, and such proposal shall be adopted by a majority vote of the total voting members present at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, providing a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least thirty (30) 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, subject to ratification by each of the Members of the Corporation, the amendment shall thereby be adopted without the necessity of the thirty (30) day notice.

ARTICLE XII - DISSOLUTION

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 Halifax Hospital Medical Center, the Southeast Volusia Hospital District, and the West Volusia Hospital Authority (which are tax exempt entities pursuant to Section 115 of the Code) 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.

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

Date: August 31, 1998

James H. Foster
James H. Foster, Incorporator

Date: August 31, 1998

Arden W. Kelley
Arden W. Kelley, Incorporator

Date: August 26, 1998

Jeff Portman
Jeff Portman, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

98 SEP 16 PM 3:21

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

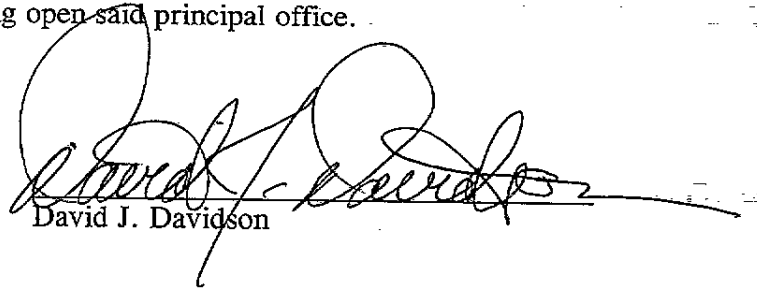
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance

with said Act:

Volusia Health Alliance, Inc. is a corporation not for profit existing under the laws of the State of Florida, and has designated David J. Davidson, located at 303 North Clyde Morris Boulevard, Daytona Beach, Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said principal office.


David J. Davidson