

LANDT, WIECHENS, TROW & LaPEER

A Partnership Including Professional Associations

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September 29, 1998

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Also Admitted to District of Columbia
Certified Mediator

N 98000005616

File no.
89.00225

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

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Attention: Carolyn Batten, Document Specialist

Re: Lutheran Health Ministries of North Central Florida, Inc.: Articles of
Incorporation

Dear Ms. Batten:

Enclosed is a copy of Letter Number 498A00046234, together with the articles of incorporation for Lutheran Health Ministries of North Central Florida, Inc., as a not-for-profit corporation. You have already received our check payable in the amount of \$122.50, representing filing fee (\$35.00), Registered Agent Designation (\$35.00), and one certified copy (\$52.50), which was sent previously.

If you now find these items to be in proper order, please return the enclosed copy as a certified copy as soon as possible after the original is filed. Thank you for your courtesy and assistance.

Yours sincerely,

Russell W. LaPeer

Russell W. LaPeer
For the Firm

RWL:cl

Enclosures: Articles of Incorporation (original & copy)
Letter Number: 498A00046234

FILED
98 SEP 30 AM 10:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CP
9-30-98
9



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1998

LANDT, WIECHENS, TROW & LAPEER, P.A.
RUSSELL W. LAPEER
445 N.E. 8TH AVE.
OCALA, FL 34470

SUBJECT: LUTHERAN HEALTH MINISTRIES OF NORTH CENTRAL
FLORIDA, INC.
Ref. Number: W98000020761

We have received your document for LUTHERAN HEALTH MINISTRIES OF NORTH CENTRAL FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

Please return the original and one copy of 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) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 498A00046234

ARTICLES OF INCORPORATION
of
**LUTHERAN HEALTH MINISTRIES
OF NORTH CENTRAL FLORIDA, INC.**
(A not-for-profit corporation)

FILED
98 SEP 30 AM 10:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I

NAME & ADDRESS: The name of this Corporation is Lutheran Health Ministries of North Central Florida, Inc., located at 3968 N. W. 25th Circle, Gainesville, Florida 32606.

ARTICLE II

DURATION: This corporation shall have a perpetual existence, commencing on the date that these articles of incorporation are filed and approved by the State of Florida, Department of State.

ARTICLE III

PURPOSE: This corporation is organized not-for-profit, solely for the purpose of transacting the business and activities specified and authorized by § 501(c)(3) of the Internal Revenue Code and **Fla. Stat.** § 607.0301, more specifically stated as providing assistance to Lutheran pastors in the delivery of health care ministries, consisting of well-care, medical care, mental health care, social care, all as part of and consistent with the ministering of spiritual care and health to individuals.

ARTICLE IV

POWERS: This corporation shall be empowered to do all, and only, those acts authorized by law and specified within § 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, this corporation shall not carry on

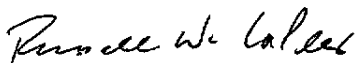
any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

ARTICLE V

INITIAL REGISTERED AGENT & OFFICE: The name of the initial registered agent of the corporation is Russell W. LaPeer, 445 N.E. 8th Avenue, Ocala, Florida 34470, who has signed these articles of incorporation thereby indicating his acceptance and agreement to act in that capacity, in accordance with **Fla. Stat. § 607.0501**.

ACCEPTANCE BY REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned registered agent, being fully familiar with the obligations of registered agent, hereby accepts such designation and obligations, and agrees to act in such capacity, on this 17th day of September, 1998.



Russell W. LaPeer, Registered Agent

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98 SEP 30 AM 10:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Russell W. LaPeer, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of September, 1998.

SEAL/STAMP



Russell W. LaPeer
Name & Commission no. of Notary Public

ARTICLE VI

MEMBERS: The qualifications for the members and the manner of their admission shall be provided, regulated, and governed by the by-laws of the corporation.

ARTICLE VII

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than three (3), nor more than eleven (11), members as provided by the by-laws of the corporation, said Board to be elected by the members of the corporation at a regular meeting of said members.

If state law so provides, then upon unanimous, written agreement of all the members of the corporation, the above-described Board of Directors may be divested of

its power to manage and control this corporation and said power may, pursuant to member agreement, be vested in the members of the corporation. If the members exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the members shall be deemed the directors of the corporation for purposes of applying applicable state law. The names and addresses of the first Board of Directors are:

Robert Cade, M.D., Department of Internal Medicine, University of Florida Health Science Center, Gainesville, Florida 32601

Sandra Dean, R.N., Department of Nursing, North Florida Regional Medical Center, Newberry Road at I-75, Gainesville, Florida 32606

Paul Petit, M.D., 6436 Borg Street, Leesburg, Florida 34748-7713

Rev. Charles Reich, Abiding Savior Lutheran Church, 9700 W. Newberry Road, Gainesville, Florida 32606

Donald Silberman, 4809 N.W. 36th Place, Gainesville, Florida 32606

Gerald Wiechmann, Ph.D., Vice President, Research & Development, Health Education Systems Research, Inc., 3968 N.W. 25th Circle, Gainesville, Florida 32606.

Until the first meeting of members, management and control of this corporation shall be vested in the above Board composed of the above named directors. These directors shall hold office until their successors are duly elected and qualified.

ARTICLE VIII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice President, Treasurer, Secretary, Executive Coordinator, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and

until officers are selected thereat, each of the following persons shall hold the below-designated office until his successor is elected and qualified:

President: Gerald Wiechmann, Ph.D.

Secretary: Donald Silberman

Treasurer: Rev. Charles Reich

ARTICLE IX

INCORPORATOR: The name and address of the incorporator of the corporation, a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida, is Gerald Wiechmann, Ph.D., Vice President, Research & Development, Health Education Systems Research, Inc., 3968 N.W. 25th Circle, Gainesville, Florida 32606.

ARTICLE X

NON-PROFIT STATUS: This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

ARTICLE X

BY-LAWS: The power to adopt, alter, amend or repeal the by-laws shall be vested exclusively in the Board of Directors, in accordance with the provisions of such by-laws as they shall adopt and approve, except in the event that the members of the corporation divest the Board of Directors of, and become vested with, the power to direct, manage, and control this corporation, pursuant to Article VI of these Articles of Incorporation.

ARTICLE XI

AMENDMENT: The power to amend these articles shall be held exclusively by the members. An amendment hereto shall require a 75% vote of all issued, outstanding stock.

ARTICLE XII

DISTRIBUTION OF ASSETS ON DISSOLUTION: On, or in the event of, dissolution of this corporation, the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ATTESTATION OF INCORPORATOR

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on this 26th day of September, 1998.

WITNESSES:

Kim Warner
Kim Warner

Gerald Wiechmann
Gerald Wiechmann, Ph.D., incorporator

Virginia G Lewis
Virginia G Lewis

STATE OF FLORIDA
COUNTY OF ~~MARION~~
ALACHUA

BEFORE ME, the undersigned authority, personally appeared Gerald Wiechmann,
each as an Incorporator, and each to me well known to be the person described in and
who acknowledged before me that he executed the foregoing freely and voluntarily for the
purposes therein expressed.

WITNESS my hand and official seal this 26th day of September, 1998.

Kimberly Warner
Name & Commission no. of notary public

