

N98000005890



ACCOUNT NO. : 072100000032

REFERENCE : 996950 7112109

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 87.50

ORDER DATE : October 15, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 996950-005

CUSTOMER NO: 7112109

CUSTOMER: Claudia Bass, Legal Asst
BUCHANAN, INGERSOLL, PC
BUCHANAN, INGERSOLL, PC
Suite 2100
100 Southeast 2nd Street
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 15 PM 1:36

RECEIVED
98 OCT 15 AM 11:27
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: AVMED HOLDING CORP., INC.

EFFECTIVE DATE:

600002664396--9

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

cf
10/15/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 15 PM 1:36

**ARTICLES OF INCORPORATION
OF
AvMED HOLDING CORP., INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is AvMed Holding Corp., Inc., a Florida not for profit corporation (the "Corporation"). The principal place of business and mailing address of the Corporation is 720 S.W. Second Avenue, Suite 555, Gainesville, Florida 32602.

ARTICLE II - PURPOSES

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, for the following purposes:

- (a) To improve health and health care;
- (b) To establish and maintain services and facilities as a health maintenance organization under Florida law, as amended from time to time, for the care of persons suffering from illnesses or disabilities which require that the patients receive in-patient or out-patient health care;
- (c) To carry on any educational activities relating to the rendering of care to the sick and injured or to the promotion of the general health of the citizens of the State of Florida;
- (d) To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida;
- (e) To promote and carry on scientific research related to the care of the sick and injured;
- (f) To lease or purchase land or lands, building or buildings, and purchase and construct buildings for purposes in connection with the activities of the Corporation, including, but not limited to, hospitals, doctors' offices, clinics, laboratories, or any kind of related medical activity;

- (g) To exercise all the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance on any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

This Corporation is organized exclusively for the purposes expressed above as a not for profit corporation within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Code"), and its activities shall be conducted exclusively for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member (except for a member which is an organization described in Section 501(c)(3) or 501(c)(4) of the Code), director, officer, or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(4) of the Code or any amendments or additions thereto.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Code.

ARTICLE III - MEMBERSHIP

The sole member of the Corporation shall be SF Holding Corp., Inc., a Florida not for profit corporation.

The sole member expressly reserves the power, exercisable by it in its sole discretion:

- (a) To select or replace and to remove, with or without cause, the directors, officers, or agents of the Corporation;
- (b) To make and approve the Articles of Incorporation and the Bylaws of the Corporation and to adopt amendments thereto without any action on the part of the Board of Directors;
- (c) To exercise all power and authority reserved to the Corporation by virtue of its membership in other corporations.

In addition, the sole member of the Corporation may reserve other powers to it by amendment to these Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE IV - TERM

The term of the Corporation shall be perpetual.

ARTICLE V - SUBSCRIBER

The name to these Articles of Incorporation is Dale S. Webber, Esquire, whose address is Buchanan Ingersoll Professional Corporation, 401 E. Jackson Street 2500, Tampa, Florida 33602.

ARTICLE VI - DIRECTORS

DIRECTORS: The property, affairs, business, and operation of the Corporation shall be managed by a Board of Directors, which shall consist of not less than five (5) directors, who shall be elected by the sole member for one (1) year terms. Directors may be removed, with or without cause, by the sole member.

Notwithstanding anything to the contrary herein, however, the Board of Directors may not, without the prior approval of the sole member:

- (a) Adopt or amend any annual or long-term capital or operational budget;
- (b) Authorize the Corporation to enter into any contract or other transaction which is not provided for in an annual or long-term capital or operational budget approved by the sole member, where the amount of proposed expenditure exceeds one percent (1%) of the current annual operating budget or which requires the Corporation to engage in any financing;
- (c) Adopt for change any long-term or master institutional plans of the Corporation, including the implementation of new programs and services;
- (d) Authorize the Corporation to engage in, or enter into, any transaction requiring a Certificate of Need;
- (e) Adopt any plan of sale, dissolution, merger, or consolidation of the Corporation or the disposition of any of the Corporation's assets;
- (f) Authorize the Corporation to enter into any contract, transaction, or other agreement which requires the grant of a security interest, guaranty, mortgage, or other interest in the revenues or property, plant, and equipment of the Corporation;
- (g) Adopt, alter, or change any plan of insurance for the Corporation;
- (h) Authorize the organization or acquisition of, or organize or acquire, any subsidiary or affiliate of the Corporation ("Affiliate" shall include any corporation, association, partnership, trust, joint venture, or other entity

which directly or indirectly controls, is controlled by, or is commonly controlled with the Corporation); or

- (i) Authorize the employment or appointment of an auditor for the Corporation.

ARTICLE VII - INITIAL DIRECTORS

The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

Don Hairston
720 S.W. Second Avenue
Suite 555
Gainesville, FL 32606

Jan P. Hughey
720 S.W. Second Avenue
Suite 555
Gainesville, FL 32606

Ann Taylor
720 S.W. Second Avenue
Suite 555
Gainesville, FL 32606

Edwin Hannum
720 S.W. Second Avenue
Suite 555
Gainesville, FL 32606

Edward C. Peddie
720 S.W. Second Avenue
Suite 555
Gainesville, FL 32606

ARTICLE VIII - OFFICERS

OFFICERS: The officers of the Board shall consist of a Chairman and Vice Chairman of the Board, a President, Secretary, and Treasurer, and such other assistant officers as may be elected or appointed. The sole member shall elect the President and other officers for one (1) year terms.

Any two (2) or more offices may be held by the same person, except for the offices of Chairman and Secretary.

ARTICLE IX - INITIAL REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is Dale S. Webber, Esquire, whose address is Buchanan Ingersoll Professional Corporation, 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602.

ARTICLE X - DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining, after the payment of all costs and expenses of such dissolution, shall be distributed to such organization or organizations which are described in Section 501(c)(3) of the Code for the same or similar purposes of those of the

Corporation, or to a political subdivision of the State of Florida for a public purpose, as the sole member shall determine, and none of the assets will be distributed to any member (except for a member which is an organization described in Section 501(c)(3) of the Code), officer, or director of the Corporation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 14th day of October, 1998.



Dale S. Webber, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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



Dale S. Webber, Registered Agent
October 14, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 15 PM 1:36