



THE UNITED STATES
CORPORATION
COMPANY

FILE 2ND

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ACCOUNT NO. : 072100000032

REFERENCE : 020583 4369500

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 78.75

ORDER DATE : November 4, 1998

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ORDER NO. : 020583-010

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY
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201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

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DOMESTIC FILING

NAME: PANHANDLE HEALTH SYSTEMS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 PM 2:06

OK KB
Release of
this corp name
with Articles of
Org. for
1096-4750
(S)

RECEIVED
98 NOV -4 AM 10:41
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Non-Profit
11/4/98
SP

ARTICLES OF INCORPORATION
OF
PANHANDLE HEALTH SYSTEMS, INC.

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DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of PANHANDLE HEALTH SYSTEMS, INC., under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, adopts the following articles of incorporation:

ARTICLE I. NAME

The name of this corporation is PANHANDLE HEALTH SYSTEMS, INC. (the "Corporation").

ARTICLE II. COMMENCEMENT OF EXISTENCE AND TERM

The Corporation's existence shall begin on the date of filing of these articles of incorporation. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. INCORPORATOR

The name and street address of the incorporator are as follows: Ronald V. Wolff, President/C.E.O., Bay Medical Center, 615 North Bonita Avenue, Panama City, Florida 32401.

ARTICLE IV. PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is: 2695 B Jenks Avenue, Panama City, Florida 32405, Attention: Chief Executive Officer. The street address of the

initial mailing address of the Corporation is: Panhandle Health Systems, Inc., 2695 B Jenks Avenue, Panama City, Florida 32405, Attention: Chief Executive Officer.

ARTICLE V. PURPOSE

The purpose of the Corporation is to arrange for the delivery of health care services through an integrated delivery system composed of independent physician associations, hospitals, and other health care providers and through managed care agreements with preferred provider health insurance organizations, exclusive provider organizations, health maintenance organizations, corporate employee benefit plans, union benefit plans, prepaid health plans, insurance companies, third-party administrators, employers, and other managed care payors and arrangements, pursuant to which the integrated delivery system will arrange for the provision of health care services to enrollees in or beneficiaries of such payors' health benefit plans. The Corporation shall also engage in other activities which are necessary or beneficial in connection with the delivery of health care services under such independent contracts or managed care arrangements.

The Corporation is also empowered to engage in any or all lawful activities for which corporations may be organized under the Florida Not-For-Profit Corporation Act and which the Members, as hereinafter defined, or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, may deem to be in the best interests of the Corporation, and to do all other things deemed by the Members, or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, to be necessary or desirable in connection with any of the Corporation's businesses.

ARTICLE VI. DISTRIBUTION OF ASSETS

No dividends shall be declared and no part of the income, profit or net earnings of the Corporation shall at any time be paid to any Officer, Director, or Member of the Corporation, or

to any other person whomsoever, as a dividend or other distribution of the assets or profits of the Corporation. Notwithstanding the foregoing, the Corporation is and shall be authorized to pay its employees or independent contractors reasonable compensation for services actually rendered by such employees or independent contractors, regardless of whether such employees or independent contractors are also Directors or Officers of the Corporation.

ARTICLE VII. BOARD OF DIRECTORS

Subject to the requirements of the Bylaws and applicable law, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The manner in which the Directors are to be elected or appointed is as stated in the Bylaws. The number of Directors of the Corporation may be increased or diminished from time to time in the manner provided by the Bylaws, but shall never be less than the minimum number of Directors required by law. The names of the initial Directors are:

Ronald V. Wolff

Rush E. Akin, M.D.

Bruce E. Josten, D.O.

Quan T. Tran, M.D.

R. Derek Miller

ARTICLE VIII. MEMBERS

The Corporation shall have members (the "Members"). The Corporation may be divided into such classes of Members as may be provided in the Bylaws of the Corporation. The designation of each class of Members, the qualifications and rights of Members of each class, and

the conferring, limiting or denying of the right to vote shall be as provided in the Bylaws of the Corporation.

ARTICLE IX. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by law.

ARTICLE X. BYLAWS

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed, pursuant to the terms of the Bylaws.

ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended pursuant to the terms of the Bylaws.

ARTICLE XII. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 17th day of October, 1998, for the purpose of forming this not-for-profit Corporation under the laws of the State of Florida.



RONALD V. WOLFF, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named to accept service of process for PANHANDLE HEALTH SYSTEMS, INC. at the place designated in the foregoing Articles of Incorporation, I hereby am familiar with and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent for said corporation.

Dated this 4 day of Nov., 1998.

CORPORATION SERVICE COMPANY

By:

Laura R. Dunlap
LAURA R. DUNLAP

[printed name]

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DIVISION OF CORPORATIONS
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