

N98000006714



ACCOUNT NO. : 072100000032

REFERENCE : 044325 4303929

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 78.75

ORDER DATE : November 25, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 044325-005

CUSTOMER NO: 4303929

200002696392--4

CUSTOMER: Ms. Rosa Wong
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: CHOICE HEALTH ALLIANCE, 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: Robert Maxwell

EXAMINER'S INITIALS:

FILED
98 NOV 25 PM 11:35
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DIVISION OF CORPORATION

11/25/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 PM 12:13

ARTICLES OF INCORPORATION

of

CHOICE HEALTH ALLIANCE, INC.

(A Florida Not-For-Profit Corporation)

Article I
NAME

The name of this corporation shall be Choice Health Alliance, Inc., (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is c/o University Community Hospital, 3100 East Fletcher Avenue, Tampa, Florida, 33613-4688, Attn: President.

Article III
PURPOSES

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

(a) To develop a geographically dispersed spectrum of appropriate healthcare services in a regionally integrated network of healthcare providers (the "Network") capable of assuming responsibility for the health status of defined populations within the communities served by the affiliated healthcare facilities.

(b) To ensure the quality of care delivered to inpatients and outpatients in Network owned, operated and affiliated facilities and to facilitate the provision of care with excellence and economy.

(c) To accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time to time be given to it, or earned by it in its activities.

(d) To own, manage, operate, lease or take any action in connection with operating healthcare facilities and to acquire (through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal, in connection with providing health care related services, including without limitation general acute care hospitals, specialty care hospitals, ambulatory surgery centers, nursing homes, home health care agencies, health maintenance organizations, behavioral health facilities, physician clinics, rural health clinics, community health centers, management services organizations, medical office buildings, outpatient clinics and other health care facilities and services.

(e) To carry on education activities related to rendering care to the sick and injured or to the promotion of health.

(f) To promote and carry on scientific research related to the care of the sick and injured.

(g) To participate in any activity designed and implemented to promote the general health of the communities served by the Corporation.

(h) To carry on such other activities are in furtherance of and support of the foregoing purposes as are lawful and proper for Corporations formed under the Act and section 501(c)(3) of the Code.

Article IV **MEMBERSHIP**

The Corporation shall have two (2) classes of Members: the Sunbelt Class and the UCH Class. The incumbent members of the Executive Committee of the Board of Directors of University Community Hospital, a Florida not-for-profit corporation ("UCH"), shall together constitute the sole UCH Class Member (the "UCH Member") and Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation ("Sunbelt"), shall be the sole Sunbelt Class Member (the "Sunbelt Member"). The rights and duties of Members shall be as set forth in the Bylaws of the Corporation.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall be established in the Bylaws and may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws.

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Harry J. Friedman
1221 Brickell Avenue
Miami, Florida 33131

Article VIII
DISSOLUTION


Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to UCH (or otherwise in accordance with bylaws of UCH) and to East Pasco Medical Center, Inc., a Florida not-for-profit corporation ("East Pasco"), in accordance with the provisions of the Bylaws of the Corporation, provided that UCH (or in the case of a distribution to an organization described in the bylaws of UCH, such organization) and East Pasco are organizations that have established their tax exempt status under section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws (or in the case of an organization described in the bylaws of UCH, a governmental entity), or if one or both (or an organization described in the bylaws of UCH) is not such an organization, a not-for-profit fund, foundation, or corporation which

is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, selected by the Board of Directors.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 24th day of November, 1998.



Harry J. Friedman
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: CHOICE HEALTH ALLIANCE, INC.

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

(P.O. Box NOT acceptable)

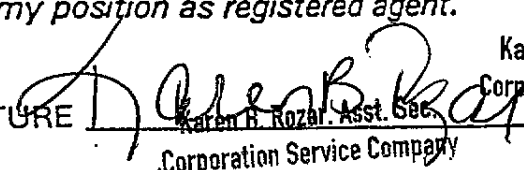
TALLAHASSEE, FL. 32301

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 PM 12:13

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

SIGNATURE


Karen B. Rozar, Asst. Sec.
Corporation Service Company

DATE

11/25/98

REGISTERED AGENT FILING FEE: \$35.00