

LAW OFFICES  
**RUMBERGER, KIRK & CALDWELL**  
PROFESSIONAL ASSOCIATION

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301 South Bronough Street (32301)  
Post Office Box 10507  
Tallahassee, Florida 32302-2507

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January 26, 1999

**N99000000691**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Ashford Healthcare Systems, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50 covering the filing fee, certified copy and certificate.

Sincerely,

*Michael E. Riley*

Michael E. Riley

MER:pam  
Enclosures

FILED  
99 FEB -3 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*87.50 \*\*\*\*\*43.75

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99 JAN 26 PM 3:58  
DIVISION OF CORPORATION

*W 2039*  
*TS*

T. SMITH FEB 03 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 27, 1999

RUMBERGER, KIRK & CALDWELL

SUBJECT: ACCESS HEALTHCARE SYSTEMS, INC.  
Ref. Number: W99000002039

We have received your document for ACCESS HEALTHCARE SYSTEMS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 399A00003609

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

## **ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

### **ARTICLE I - NAME**

The name of the Corporation shall be:

Ashford Healthcare Systems, Inc.

### **ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

400 Perimeter Center Terrace  
Suite 650  
Atlanta, GA 30346

### **ARTICLE III - PURPOSE**

The Corporation is a nonprofit Corporation organized under the laws of the State of Florida. The Corporation is not formed for securing profit. The specific purpose for which the Corporation is organized is to enter into a lease with Gadsden County, Florida, a political subdivision of the State of Florida, for the purpose of operating and managing Gadsden Community Hospital, Quincy, Florida, in compliance with all controlling laws, ordinances and the lease with Gadsden County, Florida. Further, to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

### **ARTICLE IV - MANNER OF ELECTION OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3).

The manner in which the Directors are elected or appointed is set forth in the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three (3). The name and address of each initial Director of the Corporation is as follows:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
J. Stephen Eaton	400 Perimeter Center Terrace Suite 650 Atlanta, GA 30346
Kent C. Fosha, Sr.	400 Perimeter Center Terrace Suite 650 Atlanta, GA 30346
Michael C. Lake	400 Perimeter Center Terrace Suite 650 Atlanta, GA 30346

**ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS**

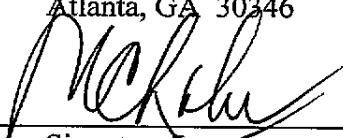
The name and Florida street address of the initial registered agent are:

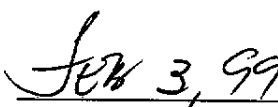
George N. Meros, Jr.  
301 S. Bronough Street  
Suite 600  
Tallahassee, FL 32301

**ARTICLE VI - INCORPORATOR**

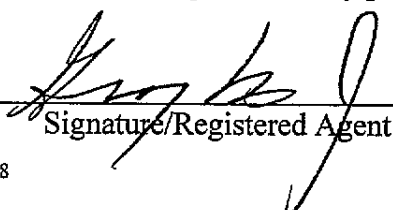
The name and address of the Incorporator to these Articles of Incorporation are:


Michael C. Lake  
400 Perimeter Center Terrace  
Suite 650  
Atlanta, GA 30346

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

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/Registered Agent

  
\_\_\_\_\_  
Date

50578

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA