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Fax Number : (904) 359-7712

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FLORIDA NON-PROFIT CORPORATION

Shands Jacksonville, Inc.

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**ARTICLES OF INCORPORATION
OF
SHANDS JACKSONVILLE, INC.**

The undersigned, acting as incorporator of a corporation pursuant to the Florida Not for Profit Corporation Act (the "Act"), Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this Corporation is Shands Jacksonville, Inc.

**Article II
Principal Office**

The address of this Corporation's principal office is 655 West 8th Street, Jacksonville, Florida 32209.

**Article III
Registered Agent**

The street address of the initial registered office of this corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Smith Hulsey & Busey.

Prepared by:

M. Richard Lewis, Jr.
Florida Bar No. 0219762
Smith Hulsey & Busey
Post Office Box 53315
Jacksonville, Florida 32201-3315
(904) 359-7700

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Article IV Purposes

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

(a) primarily, to provide healthcare and related services to the community, including the City of Jacksonville, Duval County, Nassau County, Clay County, and St. Johns County, Florida, and throughout the "First Coast" region, to provide care for indigent patients of Duval County, Florida, to support the teaching and research missions of the University of Florida Health Science Center, and generally to engage in such other business and activities and to perform any and all other acts as may be authorized or permitted under the Act, as amended, and any successor thereto;

(b) to manage and direct the operations of University Medical Center, Inc.; Methodist Medical Center, Inc.; The Methodist Hospital Foundation, Inc.; The Methodist Health System, Inc.; and their related entities;

(c) to exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;

(d) to operate without regard to race, age, sex, religion or national origin;

(e) to carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(f) to operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

Article V Powers

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its

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members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of the Code.

Article VI Members

Section 6.1 Members. Subject to the provisions of Section 6.2 below, there shall be thirteen (13) Members of the Corporation. All of the Members also shall constitute the Board of Directors. The Board of Directors shall be reconstituted from time to time immediately upon any and all changes to the Members of the Corporation and in accordance with the Bylaws of the Corporation. The Members of the Corporation shall be divided into three categories:

(a) **Category One.** Three (3) Members shall be appointed by the President of the University of Florida, and may be removed at any time, with or without cause, by the President of the University of Florida.

(b) **Category Two.** Six (6) Members shall be appointed by Shands Teaching Hospital and Clinics, Inc. ("Shands"), and may be removed at any time, with or without cause, by Shands.

(c) **Category Three.** Four (4) Members shall be from the City of Jacksonville, who shall be initially designated as provided in the Corporation's Bylaws. Following the initial term, the Category Three Members shall be Jacksonville residents appointed by the Category One and Category Two Members. One Category Three Member (and his or her successor) shall be appointed from a list of three individuals nominated by the Mayor of the City of Jacksonville.

Section 6.2 Right to Restructure Membership. At any time, a majority of the nine (9) Members comprising the Category One and Category Two Members may vote to remove the Category Three Members, and the Category One and Two Members shall then constitute the whole membership and the Board of Directors of the Corporation and the nomination rights of the Mayor of the City of Jacksonville then shall extend to one Category Two Member. At any time thereafter, the Category Two Members may approve the substitution of Shands as the sole Member of the Corporation.

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Section 6.3 Reserved Powers. Notwithstanding any other provision of these Articles of Incorporation, the Members shall reserve to themselves (a) any and all matters required to be reserved to the Members under the Act and (b) the power to amend these Articles and the Corporation's Bylaws.

Section 6.4 Transfer of Rights by Members. No Member may assign, hypothecate or otherwise transfer, voluntarily or by operation of law, all or any part of its interest in or responsibilities to the Corporation to any person unless otherwise approved by all other Members.

Article VII Manner of Election of Directors

The Corporation shall be managed by or under the direction of the Board of Directors, which shall be the Members of the Corporation as provided in Article VI, or as otherwise provided in the Bylaws of the Corporation. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws.

Article VIII Dissolution

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

Article IX Amendment

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

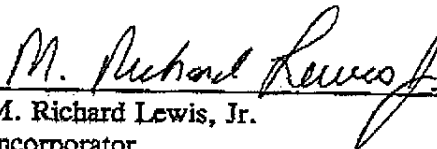
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**Article X
Incorporator**

The name and street address of the incorporator for these Articles of Incorporation are M. Richard Lewis, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of March, 1999.



M. Richard Lewis, Jr.
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, Shands Jacksonville, Inc., 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 Shands Jacksonville, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By


M. Richard Lewis, Jr.
Vice President

Date: March 1, 1999

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