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UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW
ESTABLISHED 1925

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FRANK D. UPCHURCH, JR.

OF COUNSEL

FRANK D. UPCHURCH

(1894-1986)

June 15, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/17/99--01041--008
****122.50 *****78.75

Re: St. Johns Health Services, Inc.
Our File No. 6-99-259

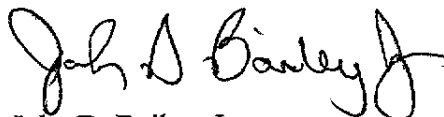
Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Would you please file and furnish me with a certified copy.

You will note that Article XII of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Likewise, enclosed is a check payable to the Secretary of State in the amount of \$122.50 which I estimate to be sufficient to cover the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Sincerely yours,



John D. Bailey, Jr.

JDB,Jr/jgs
Enclosures

FILED
99 JUN 17 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-18
25

**ARTICLES OF INCORPORATION
OF
ST. JOHNS HEALTH SERVICES, INC.
A NON-PROFIT CORPORATION**

FILED
99 JUN 17 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person(s), desiring to form a Corporation not-for-profit under Chapter 617 of the Florida Statutes, certify as follows:

ARTICLE I

Name

The name of the Corporation is St. Johns Health Services, Inc., (the "Corporation").

ARTICLE II

Purpose

The purposes for which the Corporation is organized are:

A. The specific and primary purpose for which the Corporation is formed are to operate for the advancement of charity and education and for other charitable purposes by the distribution of the funds for such purposes, and particularly by coordinating the provision and funding of medical services for medically underserved persons residing in St. Johns County, Florida.

B. The general purposes for which the Corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an

exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under that Code.

C. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene in (by publication or distribution of any statements or otherwise) any political campaign on behalf of any candidate for public office.

In furtherance of the above purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III

Membership

The Corporation shall have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the Bylaws.

ARTICLE IV

Existence

The Corporation shall have perpetual existence.

ARTICLE V

Subscriber's Name and Residence

The name and addresses of the subscriber to these articles of incorporation is:

Name

Address

James D. Conzemius

400 Health Park Boulevard
St. Augustine, Florida 32086

ARTICLE VI

Board of Directors

The powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Directors (the "Board of Directors"). The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws. The name and street address of the members of the first Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Reuben J. Plant, M.D.	400 Health Park Boulevard St. Augustine, Florida 32086	Chairman/Director
James E. Bryant	c/o St. Johns County Board of County Commissioners 4020 Lewis Speedway St. Augustine, Florida 32095	Vice Chairman/ Director
James W. Walker, M.D.	c/o St. Johns County Health Department 180 Marine Street St. Augustine, Florida 32084	Secretary/Director
James D. Conzemius	400 Health Park Boulevard St. Augustine, Florida 32086	Treasurer/Director
Ben Adams	St. Johns County Administrator 4020 Lewis Speedway St. Augustine, Florida 32095	Director

ARTICLE VII

No Financial Benefit to Members

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings, properties or assets of the Corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the Corporation.

ARTICLE VIII

Dissolution

Upon the dissolution or winding up of the affairs of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, trust, corporation or other organization, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX

Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by any member of the Corporation. The Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

ARTICLE X

Amendments to By-Laws

The Bylaws of the Corporation may be made, altered, or rescinded at any annual meeting of the Corporation, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and

present at such meeting, except the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE XI

Indemnification

Every director and officer of the Corporation and every member of the Corporation serving the Corporation at its request shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her serving or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

ARTICLE XII

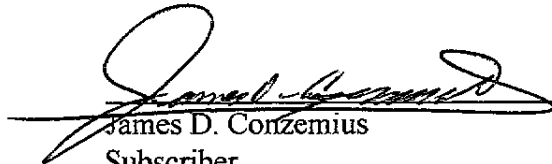
Principal Office, Initial Registered Office and Registered Agent

The street address of the initial principal office of the Corporation and the initial registered office of the Corporation is 400 Health Park Boulevard, St. Augustine, Florida 32086 and the initial registered agent at that address is Joseph S. Gordy.

ARTICLE XIII

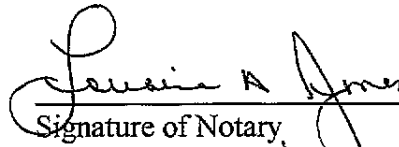
Mailing Address

The mailing address of the Corporation is 400 Health Park Boulevard, St. Augustine, Florida 32086.


James D. Conzemius
Subscriber

STATE OF FLORIDA
COUNTY OF ST. JOHNS

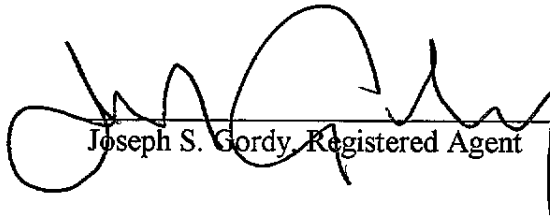
THE FOREGOING instrument was acknowledged before me this 4 day of June, 1999, by James D. Conzemius, who (☒) is personally known to me or (☐) has produced Florida driver's license number _____ as identification.


Signature of Notary
Lorraine A. Jones
(Name of notary, typed/printed/stamped)
Commission number: _____
Commission expires: _____



ACCEPTANCE BY REGISTERED IN AGENT

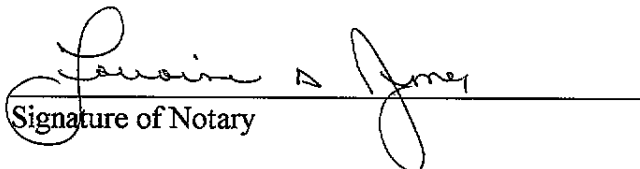
I am familiar with and accept the duties and responsibilities as Registered Agent
for the foregoing corporation.


Joseph S. Gordy, Registered Agent

FILED
99 JUN 17 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 14 day of
June, 1999, by Joseph S. Gordy, who (☒) is personally known to me or (☐) has
produced Florida driver's license number _____ as identification.


Signature of Notary

Lorraine A. Jones

(Name of notary, typed/printed)

Commission number: CC 577153

Commission expires: August 8, 2000



Lorraine A Jones
My Commission CC577153
Expires Aug. 08, 2000