

N99000004864

Memorial Hospital - Port Orange, Inc.
Requestor's Name

770 W. Granada Blvd., Ste. 301
Address

Ormond Beach, FL 32174
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
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3. _____
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4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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Carol Allen

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Examiner's Initials

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ARTICLES OF INCORPORATION
OF
MEMORIAL HOSPITAL - PORT ORANGE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act (Chapter 617 of the Florida Statutes), hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be: Memorial Hospital - Port Orange, Inc.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is: 770 W. Granada Blvd., Suite 301, Ormond Beach, Florida 32174.

ARTICLE III

PURPOSE(S)

This Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes' and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes, the Corporation's purpose shall be:

(a) To establish, maintain and operate a non-for-profit hospital within the community and other health care facilities and programs for the care of the sick, injured, infirm, and aged and to operate all necessary services and departments necessary for and incident to the care of the sick, injured, infirm, and aged.

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(b) To do all acts necessary for the proper maintenance and administration of a not-for-profit hospital and other health care facilities or programs, and to effect all acts necessary to accomplish the purpose of such administration.

(c) To carry on educational activities relating to the care to the sick and injured which, in the opinion of the Corporation, may be justified by its facilities, personnel, funds and other factors; to promote and carry on research related to the care of the sick and injured; and to establish educational programs in accord with standards of local, state and national educational organizations and societies.

(d) To participate as far as circumstances may permit, in the opinion of the Corporation, in any activity designed and carried on to promote the general health, rehabilitation, and social needs of the community and to support or contribute to the operation of any other hospital or health care facility within the State of Florida.

(e) To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

(f) To engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of Florida.

Notwithstanding any other provisions of these Articles of Incorporation, 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 Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their term of office shall be as provided in the Bylaws.

ARTICLE V

POWERS

This Corporation shall have all powers conferred upon nonstock, not-for-profit Corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

This Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Corporation is 215 South Monroe Street, Suite 600, Tallahassee, Florida 32301. The name of the initial registered agent of this Corporation at that address is: H. Darrell White.

ARTICLE VII

INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation are: H. Darrell White, 215 S. Monroe Street, Suite 600, Tallahassee, Florida 32301.

ARTICLE VIII

DURATION

This Corporation shall exist perpetually until terminated in the manner prescribed by law, commencing upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE IX

MEMBER(S)

This Corporation shall have one or more members. Membership provisions (including the designation of classes, if any, and the method of acceptance of members of each such class) shall be set forth in the By-Laws. The right of member(s), or any class or classes of member(s), to vote, if any, may be limited, enlarged or denied to the extent specified in the Bylaws.

ARTICLE X

DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of a dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) The remaining assets shall be distributed to Memorial Health Systems, Inc., for the purpose of continuing the operation of a hospital or other health care facilities, and the carrying out of all other purposes for which this Corporation was created. Should Memorial Health Systems, Inc., be unwilling or unable to accept the assets of this Corporation for the purposes herein expressed, then the assets shall, under the jurisdiction of the Circuit Court of Volusia County, Florida, be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan of dissolution adopted in the manner set forth above in this Article X. Under no circumstances shall any of the assets of this Corporation, upon dissolution, be distributed to any private individual.

ARTICLE XI

BYLAWS

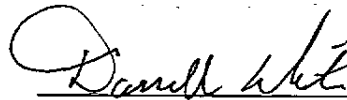
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of the Corporation, provided such Bylaws and all amendments thereto are approved by the member(s).

ARTICLE XII

AMENDMENT

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes.

16th THE UNDERSIGNED incorporator has executed these Articles of Incorporation this day of August, 1999.



H. Darrell White, Incorporator

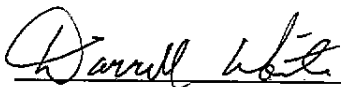
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ACCEPTANCE OF REGISTERED AGENT

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 of Registered Agent, H. Darrell White

Date: August 16, 1999