



THE UNITED STATES  
CORPORATION  
M P Y

1999000006441

ACCOUNT NO. : 072100000032

REFERENCE : 442488 4327512

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 28, 1999

ORDER TIME : 3:33 PM

ORDER NO. : 442488-005

CUSTOMER NO: 4327512

CUSTOMER: F. Joseph McMackin, Esq  
QUARLES & BRADY  
QUARLES & BRADY  
Suite 320  
4501 N. Tamiami Trail  
Naples, FL 34103

100003028461--5

-10/29/99--01002--016

\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: NORMAN R. WOLFORD SCHOOL OF  
NURSE ANESTHESIA, 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: Angie Glisar

EXAMINER'S INITIALS:

FILED  
99 OCT 28 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 OCT 28 PM 3:58  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

R. VARNADORE OCT 29 1999

**ARTICLES OF INCORPORATION  
OF  
NORMAN R. WOLFORD SCHOOL OF NURSE ANESTHESIA, INC.**

The undersigned, acting as incorporator of a nonstock corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes (the "FNCL"), hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

Name

The name of the corporation is Norman R. Wolford School of Nurse Anesthesia, Inc.

**ARTICLE II**

Purposes

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of I.R.C. Section 501(c)(3). Such purposes may include, but are not limited to, the operation of a school for the education of nurse anesthetists. The corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualifying organizations. In carrying out the purposes of the corporation, no distinction shall be made among the recipients of any amounts to be disbursed on account of race, color, gender, religion, creed, age, disability, veteran status, national or ethnic origin, or sexual orientation. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such

FILED  
99 OCT 28 PM 4: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

### ARTICLE III

#### Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the corporation to any private individual or officer or director of the corporation.

Section 2. No substantial part of the activities of the corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under I.R.C. Section 501(c)(3). The corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the corporation shall inure to the benefit of any private individual or officer or director of the corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation

exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

#### ARTICLE IV

##### Members

The corporation shall have two (2) members, both corporate members, which shall be Naples Community Hospital, Inc., a Florida not for profit corporation and Collier Anesthesia, P.A., a Florida Professional Corporation. Further membership provisions shall be specified in the Bylaws.

#### ARTICLE V

##### Directors

Section 1. The affairs of the corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the FNCL, which at the time of execution of

these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be seven

(7). The names and addresses of the initial directors are:

Thomas L. Cook, M.D.  
4949 Tamiami Trail North  
Naples, Florida 34103

Stephen Friedman, M.D.  
4949 Tamiami Trail North  
Naples, Florida 34103

Douglas A. Joseph, M.D.  
4949 Tamiami Trail North  
Naples, Florida 34103

Edward A. Morton  
Post Office Box 413029  
Naples, Florida 34101-3029

John F. Nolan, M.D.  
4949 Tamiami Trail North  
Naples, Florida 34103

Burt L. Saunders  
801 Laurel Oak Drive  
Naples, Florida 34108

Robert Statfeld, M.D.  
4949 Tamiami Trail North  
Naples, Florida 34103

## ARTICLE VI

### Amendments

These Articles of Incorporation may be amended by the corporate members of the corporation by such vote as may at the time be required by the FNCL, provided that no amendment shall substantially change the original purposes of the corporation.

## ARTICLE VII

### Dissolution

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to each of the corporate members which is then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) and is not a private foundation as defined in I.R.C. Section 509(a), or if it is not so described or if it is no longer in existence to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the corporation is then located.

## ARTICLE VIII

### Principal Office; Registered Office and Registered Agent

The mailing address of the principal office of the corporation is 4949 Tamiami Trail North, Suite 206, Naples, Florida 34103. The street address of the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 300, Naples, Florida, 34103 and the initial registered agent at such address is Naples-Lawdock, Inc.

## ARTICLE IX

### Incorporator

The name and address of the incorporator is F. Joseph McMackin, III, 4501 Tamiami Trail North, Suite 300, Naples, FL 34103.

Executed this 20 day of October, 1999.



F. Joseph McMackin III

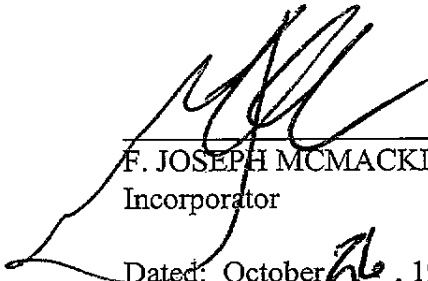
This document was drafted by:

F. Joseph McMackin, III  
Quarles & Brady LLP  
4501 Tamiami Trail North  
Suite 300  
Naples, Florida 34103-3060

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091 AND SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

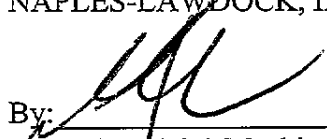
THAT NORMAN R. WOLFORD SCHOOL OF NURSE ANESTHESIA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 4949 Tamiami Trail North, Suite 206, Naples, FL 34103, has named Naples-Lawdock, Inc., located at 4501 Tamiami Trail North, Suite 300, Naples, Florida, 34103, as its agent to accept service of process within Florida.

  
F. JOSEPH MCMACKIN, III  
Incorporator

Dated: October 26, 1999.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, Naples-Lawdock, Inc. hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

NAPLES-LAWDOCK, INC.

By:   
F. Joseph McMackin, III  
President

Dated: October 26, 1999