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December 14, 1999

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

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-12/17/99--01057--007  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

**Re: United Healthcare Forum, Inc.,  
a Non-Profit Corporation**

Dear Ladies or Gentlemen:

We enclose original and one copy of Articles of Incorporation of United Healthcare Forum, Inc. to be filed with your office along with our check for \$78.50 to cover the filing fee and certified copy. Please file the Articles of Incorporation and send a certified copy to me.

Thank you for your help in this matter.

Sincerely yours,

  
H. LEON HOLBROOK

HHL/crn  
Enclosures  
cc: Mr. Marcus E. Drewa

**FILED**  
99 DEC 17 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/18/21

**ARTICLES OF INCORPORATION  
OF  
UNITED HEALTHCARE FORUM, INC.**

**FILED**  
99 DEC 17 AM 10:54  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, The Florida Not For Profit Corporation Act, United Healthcare Forum, Inc. hereby states the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation shall be: **UNITED HEALTHCARE FORUM, INC.** The address of this corporation is Unit 12-B, 1221 First Street South, Jacksonville Beach, Florida 32250.

**ARTICLE II**

**Purposes**

The Corporation is organized and to be operated, exclusively for the benefit of, and to further the goals and enhance the services of hospitals described in Section 501(c)(3) and exempt from tax under Section 501(a) of the Internal Revenue Code, who shall be admitted as members under the provisions of Article VII-B.

The Corporation is organized and operated solely to perform on a centralized basis the following services which, if performed by a member hospital would constitute activities in exercising or performing the purpose or function constituting the basis for its exemption: data processing, purchasing, warehousing, billing and collection, food, clinical, industrial

engineering, laboratory, printing, communications, record center, and personnel (including selection, testing, training, and education of personnel) services and to conduct other activities permitted under Section 501(e) of the Internal Revenue Code, as it now exists or may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to make distributions to organizations described in Section 501(c)(3) and exempt from tax under Section 501(a) of the Internal Revenue Code, to pay reasonable compensation for services rendered, and to make payments and distribution in accordance with the requirements of Section 501(e) of the Internal Revenue Code in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation 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 any candidate for public office.

### ARTICLE III

#### Powers

Subject to Article II hereof and the express limitation that the Corporation shall neither have nor exercise any power nor shall it engage in any activity that would invalidate its status as a corporation exempt from Federal Income Tax under Section 501(a) by virtue of its description under Section 501(e) of the Internal Revenue Code of 1954 (or the corresponding provision of

any future United States Internal Revenue Law), the Corporation shall have and possess all powers and rights conferred upon corporations by The Florida Not For Profit Act and any enlargement of such powers conferred by subsequent legislative acts; and, in addition, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Florida, as necessary, suitable, proper, convenient, or expedient to the attainment of the purposes set forth in Article II, supra.

#### ARTICLE IV

##### Duration

This corporation is to exist perpetually.

#### ARTICLE V

The place of the initial registered office in this state shall be One Independent Drive, Suite 2301, Jacksonville, Florida 32202-5059. The initial registered agent at such office shall be H. Leon Holbrook.

#### ARTICLE VI

##### Incorporators

The name and address of the person who is the incorporator of the Corporation is as follows:

Marcus E. Drewa  
Unit 12-B  
1221 First Street South  
Jacksonville Beach, Florida 32250

## ARTICLE VII

### Membership

A. Initial Members. The initial members of the Corporation, all of whom are hospitals described in Section 501)(c)(3) and exempt from tax under Section 501(a) of the Internal Revenue Code, shall be:

St. Cloud Hospital  
1406 Sixth Avenue, North  
St. Cloud, Minnesota 56303-0016

Ravenswood Hospital and Medical Center  
4550 North Winchester  
Chicago, Illinois 60640-5205

Bellin Health System  
744 S. Webster Avenue  
Post Office Box 23400  
Green Bay, Wisconsin 54305-3400

Altru Health System  
1200 South Columbia Road  
Post Office Box 6003  
Grand Forks, North Dakota 58201

Nebraska Methodist Health System  
8511 West Dodge Road  
Omaha, Nebraska 68114

Regions Hospital  
640 Jackson Street  
St. Paul, Minnesota 55101-2595

Parkview Health System  
2200 Randallia Drive  
Fort Wayne, Indiana 46805

B. New Members. New members may be added by a two-thirds vote of the then existing members; provided, new members shall be hospitals described in Section 501(c)(3) and exempt from tax under Section 501(a) of the Internal Revenue Code (or otherwise organized as required under Section 501(e)(1)(B) the Internal Revenue Code). The Board of Directors shall have the power to provide in the Bylaws such additional criteria for membership as it shall deem appropriate.

C. Membership Rights and Duties. Members shall have no voting rights. Members shall pay such membership and other fees as are designated by the Board of Directors.

D. Termination of Membership. A member shall cease to be a member of the Corporation if it:

- 1) fails to pay such membership and other fees as required by Article VII-C and the Board of Directors takes action to terminate membership based on such failure;
- 2) fails to qualify as a hospital described in Section 501(c)(3) and exempt from tax under Section 501(a) of the Internal Revenue Code (or otherwise organized as required under Section 501(e)(1)(B) of the Internal Revenue Code). Each member shall notify the Chairperson and Vice-Chairman of the Board of Directors if at any time its qualification under Section 501(c)(3) of the Internal Revenue Code is denied or revoked.
- 3) voluntarily resigns by so notifying the Chairperson of the Board of Directors.

No member who ceases to be a member of the Corporation shall have the right to recover any membership or other fee previously paid to the Corporation, except as provided at Article X or as otherwise provided in the By-laws.

## ARTICLE VIII

### Board of Directors

A. Powers. The affairs of the Corporation shall be conducted by a Board of Directors, which shall have and shall exercise all of the powers of the Corporation subject to the limitations imposed by these Articles and the Bylaws.

However, the Board of Directors shall not have power to:

1. Restrict or limit members from participation in other multi-hospital or multi-institution arrangements.
2. Require participation by members in any Corporation sponsored or developed Service.

B. Initial Board of Directors. The number of directors constituting the initial Board of Directors shall be the chief executive officers of each of the institutions specifically designated at Article II and Article VII-A hereof, who are:

John Frobenius  
St. Cloud Hospital  
1406 Sixth Avenue, North  
St. Cloud, Minnesota 56303-0016

John Blair  
Ravenswood Hospital and Medical Center  
4550 North Winchester  
Chicago, Illinois 60640-5205

George Kerwin  
Bellin Health System  
744 S. Webster Avenue  
Post Office Box 23400  
Green Bay, Wisconsin 54305-3400

Greg Gerloff  
Altru Health System  
1200 South Columbia Road  
Post Office Box 6003  
Grand Forks, North Dakota 58201

Stephen Long  
Nebraska Methodist Health System  
8511 West Dodge Road  
Omaha, Nebraska 68114

Terry Finzen  
Regions Hospital  
640 Jackson Street  
St. Paul, Minnesota 55101-2595

Charles Mason  
Parkview Health System  
2200 Randallia Drive  
Fort Wayne, Indiana 46805

Marcus E. Drewa  
Executive Director  
Unit 12-B  
1221 First Street South  
Jacksonville Beach, Florida 32250

Each Executive Director serving as a Director shall possess all the rights, privileges, and duties as if individually and personally named as Director, including the right to vote.

C. New Directors. In the event a member hospital becomes a part of a multi-corporate organization, the member hospital may elect to have its representative on the Board of Directors, the chief executive officer of such Corporation in the multi-corporate organization that is in direct control of said member hospital. If a new member is added to the corporation, the chief executive officer of that member; or if said new member is part of a multi-corporate organization that is in direct control of said member hospital; shall automatically be added to the Board of Directors and the number of directors shall be increased accordingly. If a member withdraws, voluntarily, such member's representative on the Board of Directors shall automatically cease to be a member of the Board of Directors and the number of Directors shall be decreased accordingly. If a member is not able to place a chief executive officer, as described in this Paragraph C, on the Board of Directors, because such chief executive officer is not then currently filled, the member may appoint an individual, who shall be either the highest ranking officer of the member hospital, or the highest ranking officer of the Corporation that is in direct control of the member hospital, if such member is part of a multi-corporate organization, to serve on the Board of Directors until such time as said chief executive office is filled.



## ARTICLE IX

### Executive Director

The Board of Directors shall have power to hire an Executive Director of the Corporation. Subject to the direction and supervision of the Board of Directors, the Executive Director shall be the chief executive officer of the Corporation and shall have general charge of the business affairs and property of the Corporation. He shall have such other duties and responsibilities and may exercise such other powers as are assigned by the Board of Directors. The Executive Director shall serve as an ex-officio member of the Board of Directors with full power to participate and vote. The Board of Directors may authorize the payment of reasonable compensation for services rendered to or for the Corporation by the Executive Director.

## ARTICLE X

### Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to the members on the basis of services performed for them.

## ARTICLE XI

### Officers

The Board of Directors shall elect persons to exercise the functions of the officers of Chairperson, Vice-Chairperson, and Secretary-Treasurer.

ARTICLE XII

Stock

The Corporation has no capital stock, nor the authority to issue any such stock.

ARTICLE XIII

Limitation and Liability

No member, director, officer, or employee of the Corporation shall be personally liable for the acts or obligations of the Corporation.

ARTICLE XIV

Bylaws


Initial Bylaws of the Corporation shall be adopted by the Board of Directors and shall become effective upon approval by the Board of Directors of the Corporation.

ARTICLE XV

Amendments

These Articles of Incorporation may be amended at any time in the manner and form provided by the Florida Nonprofit Corporation Act (Chapter 617, F.S. et seq.) as existing at the time of the adoption of these Articles of Incorporation or as provided by any other applicable law.

Dated this 13<sup>th</sup> day of December, 1999.

  
MARCUS E. DREWA

**ACCEPTANCE BY RESIDENT AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
H. LEON HOLBROOK

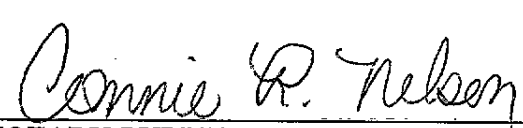
**STATE OF FLORIDA  
COUNTY OF DUVAL**

**FILED**  
99 DEC 17 AM 10:54  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

I **HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **MARCUS E. DREWA**, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

**WITNESS** my hand and official seal in the County and State named above, this 13<sup>th</sup> day of December, 1999.



  
NOTARY PUBLIC, STATE OF FLORIDA  
Printed Name: CONNIE R. NELSON  
Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
Personally Known to Me