

P95000037506

ADVENTIST  
HEALTH SYSTEM  
SUNBELT  
HEALTH CARE CORPORATION

2100 BEDFORD ROAD  
ORLANDO, FL 32803-1489  
TEL: 407-897-1919  
FAX: 407-897-5521

April 14, 1995

Secretary of State  
Corporations Division  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: **Articles of Incorporation**  
**Health Magic, Inc.**

100001482711  
-05/10/95--01069--012  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Please find enclosed our check in the amount of \$122.50 which we understand is the filing fee for recording the enclosed Articles of Incorporation (which includes the fee for registering the registered agent) and returning to our attention a certified copy of the document after it has been recorded.

Should you have any questions regarding this request, please give us a call.

Sincerely,



T. L. Trimble  
Vice President, Legal Services

gt  
Enclosures (2)  
1:\legal\cl\ss5414a

FILED  
95 MAY -8 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

May 1, 1995

8MB  
5/8/95

## EFFECTIVE DATE

May 1, 1995

### ARTICLES OF INCORPORATION OF HEALTH MAGIC, INC.

(A Corporation for Profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

This is to certify that the undersigned hereby associate as a body corporate for profit under the laws of the State of Florida, pursuant to the authority and provisions of Chapter 607 of the Florida Statutes and hereby adopt the following Articles of Incorporation.

#### ARTICLE I.

##### **Name**

The name of the Corporation is HEALTH MAGIC, INC. The Board of Directors shall determine the location of the principal office of the Corporation. Until such time, the principal office shall be maintained at 2400 Bedford Road, Orlando, Florida 32803. The mailing address of the Corporation shall also be located at 2400 Bedford Road, Orlando, Florida 32803.

#### ARTICLE II.

##### **Offices and Registered Agent**

The Corporation shall have and continuously maintain in Florida, its principal place of business and a registered agent thereat upon whom process can be served. The address of the registered office is 2400 Bedford Road, Orlando, Florida 32803, and the name of the registered agent in charge thereof is T.L. Trimble.

ARTICLE III.  
**Purposes of Corporation**

The purposes for which the Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, including, but not limited to, the performance of any and all acts or services that may be incidental or necessary to carry out such purposes.

ARTICLE IV.  
**Powers**

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by any restrictions set forth in these Articles of Incorporation.

ARTICLE V.  
**Term of Existence**

The Corporation's existence shall commence on May 1, 1995 and shall thereafter continue in perpetuity.

ARTICLE VI.  
**Authorized Shares**

SECTION 6.1

Number. The aggregate number of shares which the Corporation shall have the authority to issue is one class of one hundred (100) shares of Common Stock, ONE (\$1) DOLLAR par value. Each share of

Common Stock shall be entitled to the preferences, rights and limitations as specifically set forth in these Articles of Incorporation.

SECTION 6.2 Voting Rights. Each holder of record of Common Stock shall be entitled to one (1) vote for each share held at each meeting of the Shareholders with respect to any matter on which the Shareholders have the right to vote.

#### ARTICLE VII.

##### **Preemptive Rights and Cumulative Voting**

Shareholders shall have preemptive rights. Shareholders shall not be entitled to cumulative voting.

#### ARTICLE VIII.

##### **Directors**

SECTION 8.1 Number. The affairs of the Corporation are to be managed by a Board of Directors.

SECTION 8.2 Powers. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

SECTION 8.3 Election and Term of Office. The Directors of the Corporation shall be elected by the Shareholders at the annual Shareholders' meeting for terms of one (1) year.

ARTICLE IX.

**Officers**

SECTION 9.1

~~Number~~. There shall be five (5) Officers of the Corporation. They are: Chairman of the Board, President, Vice President, Treasurer and Secretary. The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional and assistant Officers including, without limitation thereto, Assistant Treasurers and Assistant Secretaries.

SECTION 9.2

Election and Term of Office. Officers shall be elected for terms of one (1) year by the Board of Directors at the Annual Meeting of the Directors.

SECTION 9.3

Powers and Duties. The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of this Corporation.

ARTICLE X.

**Amendment of Bylaws**

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Shareholders.

Amendments to the Bylaws of the Corporation shall be presented at a special meeting called for that purpose at which a quorum of not less than two-thirds (2/3) of the Shareholders entitled to vote shall be present. The affirmative vote of ninety (90) percent of the Shareholders present and entitled to vote shall be required in order for an amendment to be adopted.

ARTICLE XI.

**Amendment of Articles of Incorporation**

The Articles of Incorporation of the Corporation shall be amended upon reading and approval of such amendments at a special meeting of the Shareholders called for that purpose at which a quorum of not less than fifty-one (51%) percent of the Shareholders entitled to vote shall be present. Such amendments must be approved by a majority of the Shareholders present and entitled to vote. Following the requisite approvals, such amendments shall become operative from and after the date on which they were filed with the Secretary of State of Florida.

ARTICLE XII.

**Incorporator**

The name and address of the Incorporator is:

T. L. Trimble  
2400 Bedford Road  
Orlando, Florida

IN WITNESS HEREOF, the undersigned has signed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1995.

  
\_\_\_\_\_  
T. L. Trimble

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, personally appeared T. L. Trimble, well known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 27th day of April, 1995.

Suzanne R. Keller  
Notary Public, State of  
Florida At Large

My Commission Expires:



SUZANNE R. KELLER  
My Comm Exp. 12/20/98  
Bonded By Service Ins  
No. CC419856

ACCEPTANCE

(100000)

I hereby agree to act as the Registered Agent for Health Magic, Inc. as stated in the Articles of Incorporation of said Corporation.

T L Trimble  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 27th of April, 1995.

Suzanne R. Keller  
Notary Public, State of  
Florida At Large

My Commission Expires



SUZANNE R. KELLER  
My Comm Exp. 12/20/98  
Bonded By Service Ins  
No. CC419856

☒ Personally Known ☐ Other I.D.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA