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WATERMAN SYSTEM  
SUNBELT  
HEALTH CARE CORPORATION

2400 BEDFORD ROAD  
ORLANDO, FL 32803-1489  
TEL: 407-897-1919  
FAX: 407-897-5521

**Federal Express**

June 14, 1995

Secretary of State  
CORPORATIONS DIVISION  
409 E. Gaines Street  
Tallahassee FL 32301

000001514320  
-06/15/95--01076--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **ARTICLES OF INCORPORATION**

Dear Sir:

Please find enclosed the Articles of Incorporation ("Articles") for Florida Memorial HealthCare Corporation together with our check in the amount of \$122.50 which we understand is the fee for filing the enclosed Articles and returning to our attention a certified copy of the Articles.

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

Sincerely,

  
T. L. Trimble  
Vice President, Legal Services

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Enclosure  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
**FILED**

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ARTICLES OF INCORPORATION  
OF  
FLORIDA MEMORIAL HEALTHCARE CORPORATION  
(A Corporation for Profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 do hereby adopt the following Articles of Incorporation.

ARTICLE I.  
Name

The name of the corporation is Florida Memorial HealthCare Corporation (the "Corporation"). 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 conduct any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, including, but not limited to, the establishment, operation and maintenance of a collaborative network of health care providers and health care organizations to improve the quality, availability and cost effectiveness of health care services.

**ARTICLE IV.**

**Powers**

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 of the Florida Statutes or by 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 the date these Articles of Incorporation are accepted for filing by the Secretary of State of Florida 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 two hundred (200) shares of Common Stock, each of which shall have one cent (1¢) par value.

SECTION 6.2 **Class.** The authorized shares of the Common Stock of the Corporation shall be divided into two (2) classes: Class A and Class B. There shall be one hundred (100) shares designated Class A shares and one hundred (100) shares shall be designated Class B shares.

Class A shares of Common Stock shall only be sold to Memorial Health Systems, Inc. (or its designee).

Class B shares of Common Stock shall only be sold to Adventist Health System/Sunbelt, Inc. (or its designee).

The preferences, limitations and relative rights of each class of Common Stock shall be identical except for voting rights pertaining to the election of directors.

SECTION 6.3 **Voting Rights.** Each holder of record of Class A and Class B 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 except in regard to the election of directors:

Only Class A Common Stock Shareholders shall have the right to vote on the election of Class A Directors.

Only Class B Common Stock Shareholders shall have the right to vote on the election of Class B Directors.

- SECTION 6.4      Voting by Class. Except as otherwise specifically provided herein in regard to the election of directors, all actions to be taken by the Shareholders require an affirmative vote of a majority (51%) of the shares entitled to vote as a whole.
- SECTION 6.5      Special Class Vote. Election of the Class A, and Class B Directors, filling vacancies in those directorships and removing said Directors shall require the majority vote of the Shareholders holding that particular class of stock representing said directorship class (such vote hereinafter referred to as a "special class vote").
- SECTION 6.6      Restriction on Transfer. Shareholders of Common Stock are restricted in the transfer of their respective Common Stock in accordance with the Bylaws.
- SECTION 6.7      Dissolution. The Shareholders shall be entitled to receive the net assets of the Corporation in proportion to their stock ownership upon dissolution of the Corporation.

ARTICLE VII.  
Preemptive Rights and Cumulative Voting

A Shareholder shall be entitled to preemptive rights as to the respective class of Common Stock held by the Shareholder. 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 consisting of six (6) Directors. Class A Common Stock Shareholders shall be entitled to elect three (3) Directors; and Class B Common Stock Shareholders shall be entitled to elect three (3) 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.
- SECTION 8.4 Voting. All actions to be taken by the Board of Directors shall require an affirmative vote of a majority (51%) of the members of the Board of Directors in attendance at a meeting whereat a quorum is present.

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 regular or 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 two-thirds (2/3) 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**

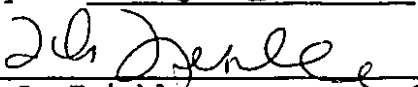
The Articles of Incorporation of the Corporation shall be amended upon reading and approval of such amendments at a regular or special meeting of the Shareholders called for that purpose at which a quorum of not less than two-thirds (2/3) of the Shareholders entitled to vote shall be present. Such amendments must be approved by two-thirds (2/3) of the Shareholders present and entitled to vote in order for an amendment to be adopted. Following the requisite approvals, such amendments shall become operative from and after the date on which they are 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, FL 32803

IN WITNESS HEREOF, the undersigned has signed these Articles of Incorporation this 14<sup>th</sup> day of June, 1995.

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



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 14th day of  
June, 1995.

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

My Commission Expires:

ACCEPTANCE



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

Personally Known  Other I. D.

I hereby agree to act as the Registered Agent for Florida  
Memorial HealthCare Corporation as stated in the Articles of  
Incorporation of said Corporation.

T. L. Trimble  
T. L. Trimble, Registered Agent

STATE OF Florida  
COUNTY OF Orange

SWORN TO AND SUBSCRIBED before me this 14th of June,  
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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TALLAHASSEE FLORIDA

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