

P95000051907

INTRACOASTAL  
HEALTH SYSTEMS, INC.

Good Samaritan Medical Center  
St. Mary's Hospital, Inc.

June 29, 1995

VIA FEDERAL EXPRESS

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300001528163  
-06/30/95--D1041--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Intracoastal Practice Services, Inc.

Dear Sir or Madam:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
TOTAL	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Valerie Larcombe, General Counsel

VGL:bg  
Enclosures: As stated

02/60136.1

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
95 JUN 30 PM 2:05

ARLO  
7-5

GOOD SAMARITAN MEDICAL CENTER  
P.O. Box 3166  
West Palm Beach, Florida 33402  
Phone (407) 655-5511

ST. MARY'S HOSPITAL, INC.  
P.O. Box 24620  
West Palm Beach, Florida 33416-4620  
Phone (407) 844-6300



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 20, 1995

CSC NETWORKS

The name INTRACOASTAL PRACTICE SERVICES INC. has been reserved for 120 days beginning June 26, 1995. The reservation number is R95000002046 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Carolyn Batten

Letter number: 995A00031219

ARTICLES OF INCORPORATION  
OF  
INTRACOASTAL PRACTICE SERVICES, INC.

FILED  
JUN 30 PM 2:05  
CLERK OF DISTRICT COURT  
WEST PALM BEACH, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be Intracoastal Practice Services, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at the following address:

1300 North Flagler Drive at Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33402

The mailing address of the Corporation is as follows:

1300 North Flagler Drive at Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33402

ARTICLE III - PURPOSE AND POWERS

The purposes of the Corporation shall be as follows:

To provide support services, primarily but not exclusively through the provision of personnel and management services, to physician practices, other health care providers and integrated health care delivery systems affiliated with Intracoastal Health Systems, Inc. and its affiliates through ownership, contract or otherwise.

To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purpose.

Except as may be limited by these Articles of Incorporation or the Corporation's Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its mission and purposes as are now or hereafter may be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - TRUSTEES

The business and affairs of this Corporation shall be managed by a Board of Trustees, whose members are referred to herein as Trustees. The Trustees shall be elected, removed and hold office pursuant to the procedures set forth in the Corporation's Bylaws. The Corporation shall have three (3) Trustees initially. The number of Trustees may be increased from time to time by the resolution of a majority of the Board of Trustees; provided, however, that the Board of Trustees consists of not fewer than three (3) Trustees and not more than nine (9) Trustees and no decrease in the number of Trustees shall have the effect of shortening the terms of an incumbent Trustee. The names and addresses of the initial Trustees of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Michael French, President</u>	<u>1309 North Flagler Drive</u> <u>West Palm Beach, Florida 33401</u>
<u>Beth Ryan, Vice President</u>	<u>1309 North Flagler Drive</u> <u>West Palm Beach, Florida 33401</u>

Greg Gardner, Treasurer \_\_\_\_\_

1309 North Flagler Drive  
West Palm Beach, Florida 33401  
\_\_\_\_\_

Valeria Larcombe, Secretary \_\_\_\_\_

1309 North Flagler Drive  
West Palm Beach, Florida 33401  
\_\_\_\_\_

#### ARTICLE VI - MEMBERSHIP

The sole member of the Corporation shall be: Intracoastal Health Corporation, a Florida not for profit corporation. The member shall be automatically admitted to membership upon the filing of these Articles of Incorporation.

#### ARTICLE VII - DISSOLUTION

Upon the dissolution of the Corporation, after making provision for payment for all the Corporation's debts, liabilities and obligations, all of its assets shall be distributed to Intracoastal Health Corporation.

#### ARTICLE VIII - CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Facilities as promulgated by the United States Conference of Catholic Bishops, and in accord with the Mission and Identity Statement the Corporation as adopted by its member in accordance with the Bylaws, as well as the Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE IX - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Valerie Larcombe, Esq.  
1300 North Flagler Drive at Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33402

ARTICLE X - INCORPORATORS

The name and address of the Incorporator of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Valerie Larcombe, Esq.	1300 North Flagler Drive at Palm Beach Lakes Blvd. West Palm Beach, Florida 33402

ARTICLE XI - BYLAWS

The power to adopt, amend or repeal Bylaws for the Corporation shall be vested only in the Corporation's Board of Trustees and member as set forth in the Bylaws of the Corporation.

ARTICLE XII - INDEMNIFICATION

A. The Corporation hereby indemnifies any member, officer or trustee made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its

favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of member, director, trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a member, trustee or officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a member, director, officer, trustee, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to

indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

B. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a member, Trustee or officer seeks indemnification were properly incurred and that such member, trustee or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding. In the event that all of the Board of Trustees are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Trustees that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional




counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the Indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

#### ARTICLE XIII - AMENDMENTS

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Corporation's Board of Trustees and member as set forth in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day of June, 1995.

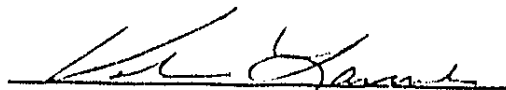
  
VALERIE LARCOMBE, ESQ.

#### ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN

THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

Dated this 31<sup>st</sup> day of July, 1995.

  
Valerie Larcombe, Esq.

WFD:MO971

6/30/95  
95 JUN 30 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA