

**INTRACOASTAL
HEALTH SYSTEMS, INC.**

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

P95000051908

95 JUN 30 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 29, 1995

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200001528152
-06/30/95--01041--002
****122.50 ****122.50

Re: Intracoastal Holdings, 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

02/88135.1

FILE
7/5



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1995

CSC NETWORKS

The name INTRACOASTAL HOLDINGS, INC. has been reserved for 120 days beginning June 26, 1995. The reservation number is R95000002845 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: 695A00031218

**ARTICLES OF INCORPORATION
OF
INTRACOASTAL HOLDINGS, INC.**

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

ARTICLE I - NAME

The name of this corporation is Intracoastal Holdings, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

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

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The Corporation is organized for the following purposes:

- (1) Either directly or through investments in subsidiaries and affiliates, acquiring, developing, owning, operating, managing and leasing medical buildings in order to provide adequate facilities to meet the existing and growing needs of Intracoastal Health Systems, Inc., its affiliates and the community served by them.
- (2) Facilitating the development and integration of the regionalized health care system of Intracoastal Health Systems, Inc. and its affiliates.

(3) Either directly or through investments in subsidiaries and affiliates, to act as a general partner in limited partnerships to develop and lease medical office space in West Palm Beach, Florida.

(4) To own interests in for profit business enterprises in furtherance of the foregoing purposes, and for the following additional purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE V - POWERS

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its shareholder(s), officers, and directors, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida in compliance with the Ethical and Religious Directives for Catholic Health Facilities as they are promulgated from time to time by the United States Conference of Catholic Bishops and in the tradition of Good Samaritan Health Systems, Inc., as a non-sectarian, community-based health care system, without regard to race, creed, color, sex age or national origin.

ARTICLE VI - INDEMNIFICATION

1. The Corporation hereby indemnifies any shareholder, officer or director made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) 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 shareholder, director, 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.

(b) 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 shareholder, director or officer of the Corporation, or by reason of such persons serving or having served at the request of the

Corporation as a shareholder, director, officer, 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.

2. 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 shareholder, director or officer seeks indemnification were properly incurred and that such shareholder, director 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 Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. 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 Directors 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.

4. 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 VII - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The power to alter, amend or repeal these Articles of Incorporation and the Bylaws of the Corporation shall be vested only in Intracoastal Health Systems, Inc.'s Board of Trustees and shall be exercisable only as specifically provided for in the Bylaws of this Corporation.

ARTICLE VIII - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares".

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

The Board of Directors may from time to time move the Registered Office to any other street address in Florida.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles are:

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

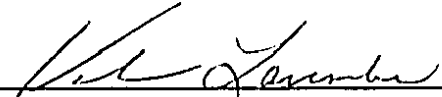
ARTICLE XI - INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the

Corporation are:

NAME	ADDRESS
Michael French _____ President _____	1309 North Flagler Drive _____ West Palm Beach, Florida 33401 _____
Sister Marie Celeste Sullivan, OSF _____ Vice President _____	6200 Courtney Campbell Causeway, Suite 100 _____ Tampa, Florida 33607 _____
Greg Gardner _____ Treasurer _____	1309 North Flagler Drive _____ West Palm Beach, Florida 33401 _____
Valerie Larcombe _____ Secretary _____	1309 North Flagler Drive _____ West Palm Beach, Florida 33401 _____

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 20 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 X 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 30 day of June, 1995.


Valeria Larcombo, Esq.

WP15/66003.1/17118-46898

FILED
55 JUN 30 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND**

Section 215.26, Florida Statutes, states in part: "Application for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within one year after the right to such claim shall have accrued, or else such right shall be barred." This is year is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept application for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: INTRACOASTAL HOLDING, INC. EIN or SS#: _____

Address: 1300 North Flagler Dr. West Palm Beach, Fl 33402

Amount: 200.00 Date Paid 5/01/96
Reason for claim: "95200005908" DEBIT PAYMENT

Certified true and correct this 28 day of May, 19 96.

Signature [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only
Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 200.00

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 01011016 dated 5/09/96.

Name of Account _____

45202130001453000000000010000

Statutory Authority for Collection 6127

It is requested that payment be made from the following account:

NAME OF ACCOUNT: _____

452021300014530000000022002000

Certified true and correct this 3rd day of July, 19 96.

Department of State, Division of Corporations
(Agency)

Karon Beyer
(Authorized Signature and Title)

BUREAU CHIEF