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2/2/96 FLOREN DIVISION OF CORPORATIONS 4:27 PM

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 409 EAST GAINES STREET JACKSONVILLE FL 32202- 000
 TALLAHASSEE, FL 32399 CONTACT: CORINNE P MCCLURE
 FAX: (904) 922-4000 PHONE: (904) 354-1100
 FAX: (904) 790-2661
 ((H96000002949))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
 NAME: BAPTIST/ST. VINCENT'S INTEGRATED DELIVERY ORGANIZATION
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FROM

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H96000002949

ARTICLES OF INCORPORATION

FOR

BAPTIST/ST. VINCENT'S INTEGRATED DELIVERY ORGANIZATION, INC.

ARTICLE I

**NAME, PRINCIPAL OFFICE, REGISTERED OFFICE
REGISTERED AGENT AND INCORPORATORS**

Section 1.1 Name. The name of the Corporation is Baptist/St. Vincent's Integrated Delivery Organization, Inc. (the "Corporation").

Section 1.2 Offices. The principal office and mailing address of the Corporation is:

1637 King Street
Jacksonville, Florida 32204
Attention: Clifford R. Frank

The Corporation may also have, maintain and operate other offices as shall be proper or advisable in the discretion of the officers or Board of Directors of the Corporation.

Section 1.3 Registered Agent. The registered office of the Corporation is:

Baptist/St. Vincent's Health System, Inc.
Attention: Harvey Granger, General Counsel
1325 San Marco Boulevard
Suite 902
Jacksonville, Florida 32207

The name and address of the registered agent of the Corporation is:

Harvey Granger, General Counsel
Baptist/St. Vincent's Health System, Inc.
1325 San Marco Boulevard
Suite 902
Jacksonville, Florida 32207

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 1.4 Incorporators. The incorporators of the Corporation are over 18 years of age. Their names and respective addresses are:

Prepared by:
Linda S. R. Gemind, Esq.
Mahoney Adams & Criser, P.A.
50 N. Laura Street, Suite 3400
Jacksonville, Florida 32202
(904)354-1100
Attorney Number 0848352

Harvey Granger, General Counsel
Baptist/St. Vincent's Health System, Inc.
1325 San Marco Boulevard
Suite 902
Jacksonville, Florida 32207

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H96000002949

Todd L. Sack, M.D.
Borland-Groover Clinic, P.A.
1610 Barrs Street
Jacksonville, Florida 32204

ARTICLE II PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III SHAREHOLDERS

The Corporation shall have two shareholders, Baptist/St. Vincent's Health System, Inc., a Florida not-for-profit corporation (the "Class A Shareholder"), and North Florida Physicians Association, Inc., a Florida not-for-profit corporation (the "Class B Shareholder") (collectively, the "Shareholders").

ARTICLE IV CAPITAL STOCK

Section 3.1. Capital Stock. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock with a par value of \$.01 per share, and 1,000 shares of non-voting preferred stock.

Section 3.2. Restriction on Transfer of Stock. The Shareholders may, by Bylaw provision, by Shareholders' Agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

Section 3.3. Preferred Stock. One thousand (1,000) of the shares that the Corporation has authority to issue a separate and single class of shares known as Preferred Stock, which may be issued in one or more series. The Board of Directors of the Corporation is vested with authority to determine and state the designations and the preferences, limitations, relative rights, and voting rights, if any, of each such series by the adoption and filing in accordance with the Florida Business Corporation Act, before the issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the Shareholders or the holders of any class or series of shares except as provided by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

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ARTICLE V DURATION

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days (exclusive of legal holidays) after they are executed, corporate existence shall commence upon their filing by the Department of State.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 Number. The powers of the Corporation shall be vested in the Board of Directors. The number of directors may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than twelve (12). The directors shall be designated as either Class A directors or Class B directors pursuant to the Corporation's Bylaws. The directors and their successors shall be elected by the Shareholders, pursuant to such procedures as are specified in the Bylaws.

Section 6.2 Indemnification. The Corporation shall indemnify past or present directors and officers of the Corporation in accordance with and to the fullest extent permitted by the Florida Business Corporation Act, as amended from time to time.

Section 6.3 Removal.

(a) Any Class A director may be removed with or without cause at the discretion of the Class A Shareholder.

(b) Any Class B director may be removed with or without cause at the discretion of the Class B Shareholder.

Section 6.4 Vacancy. A replacement director shall be appointed by the Shareholder whose class the vacating director represented.

Section 6.5 Compensation. In accordance with the Bylaws, the Board of Directors may be paid reasonable compensation and expenses associated with their service as directors. Any directors of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor as authorized by the Board of Directors.

Section 6.6 Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents, to the full extent permitted by law.

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**ARTICLE VII
BYLAWS**

Bylaws shall be adopted, altered, amended or repealed from time to time only by affirmative vote of both classes of directors at any regular or special meeting of the Board of Directors.

**ARTICLE VIII
AMENDMENTS**

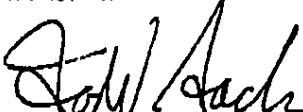
Amendments to these Articles of Incorporation may be made and adopted at any meeting of the Board of Directors of the Corporation, whether annual or otherwise, subject to approval by the affirmative vote of both the Class A Shareholder and the Class B Shareholder.

APPROVAL

These Articles of Incorporation were duly adopted by the Incorporators of the Corporation on March 1, 1996.

We, the undersigned Incorporators, for the purpose of forming a corporation under the laws of the State of Florida, certify that the facts herein stated are true, and have accordingly hereunto set our hands, this 1st day of March, 1996.


HARVEY GRANGER


TODD L. SACK, M.D.

FROM

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

BAPTIST/ST. VINCENT'S INTEGRATED DELIVERY ORGANIZATION, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates Harvey Granger as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Baptist/St. Vincent's Health System, Inc. 1325 San Marco Boulevard, Suite 902, Jacksonville, Florida 32207.

DATED: March 1, 1996


HARVEY GRANGER, Incorporator


TODD L. SACK, M.D., Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: March 1, 1996


HARVEY GRANGER

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BAPTIST/ST. VINCENT'S
HEALTH SYSTEM

Please reply to:

1325 San Marco Blvd. • Suite 902
Jacksonville, Florida 32207
904/202-5118 • FAX 904/202-1375

October 3, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

Dear Sir/Madam:

RE: Articles of Amendment and Restatement of the Articles of Incorporation of
Baptist/St. Vincent's Integrated Delivery Organization, Inc.

Enclosed is our check in the amount of \$87.50 to cover the cost of filing fees (\$35 for filing and
\$52.50 Certified Copy) for filing of the attached Articles of Amendment and Restatement of the
Articles of Incorporation of Baptist/St. Vincent's Integrated Delivery Organization, Inc.

Please send the certified copy to my attention at the address listed above. Thank you for your
assistance.

Sincerely,

Marsha K. Coates

Marsha K. Coates
Legal Assistant

mc

Enclosures (2)

96 OCT -7 PM 1:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION
FOR
BAPTIST/ST. VINCENT'S INTEGRATED DELIVERY ORGANIZATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. The name of this Corporation is Baptist/St. Vincent's Integrated Delivery Organization, Inc.

B. Amendments to the Articles of Incorporation were adopted on August 14, 1996, by the Shareholders of this Corporation pursuant to Section 607.1006, Florida Statutes (1996) to amend Articles III and IV of the Articles of Incorporation as follows:

***ARTICLE III
SHAREHOLDERS**

The Corporation shall have two shareholders, Baptist/St. Vincent's Health System, Inc., a Florida not-for-profit corporation (the "Class A Shareholder"), and North Florida Physicians Association, Inc., a Florida not-for-profit corporation (the "Class B Shareholder") (collectively, the "Shareholders"). The Class A Shareholder shall hold 500 shares of Class A Common Stock (as defined below) and the Class B Shareholder shall hold 500 shares of Class B Common Stock (as defined below). The Class A Shareholder also shall hold all of the issued and outstanding shares of Series A Preferred Stock (as defined below).

**ARTICLE IV
CAPITAL STOCK**

Section 4.1 Capital Stock. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is (i) 1,000 shares of voting common stock with a par value of \$.01 per share ("Common Stock") and (ii) 100,000 shares of non-voting preferred stock with a par value of \$.01 per share.

Section 4.2 Restriction on Transfer of Stock. The Shareholders may, by Bylaw provision, by Shareholders' Agreement recorded in the minute book, or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

Section 4.3 Preferred Stock. The 100,000 shares of non-voting preferred stock that the Corporation has authority to issue shall constitute a separate and single class of shares known as Preferred Stock, which may be issued in one or more series. The preferences, limitations, relative rights, and voting rights, if any, of each series shall be as set forth below:

A. ~~Designation and Amount.~~ These shall be designated a series of Preferred Stock known as "Series A Cumulative Preferred Stock" (the "Series A Preferred Stock"), and the number of shares constituting such series shall not exceed 2,900, consisting of the shares of Series A Preferred Stock issued pursuant to the Investment Agreement (as hereinafter defined).

B. Rank. The Series A Preferred Stock shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank senior to the Common Stock, par value \$.01 per share, and to all classes and series of stock of the Corporation now or hereafter authorized, issued or outstanding which by their terms expressly provide that they are junior to the Series A Preferred Stock (collectively, the "Junior Securities"). Without the Approval of the holders of the Series A Preferred Stock, the Corporation shall not issue any capital stock other than Junior Securities.

C. Dividends. (a) The holders of shares of the Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of funds legally available therefor, dividends at the annual rate of \$80.00 per share. Such dividends shall be cumulative and shall accrue and be payable to holders of record at the close of business on the date specified by the Board of Directors at the time such dividends are declared, in preference to dividends on the Junior Securities; ~~provided, however,~~ that if the Corporation intends to pay a dividend on any Junior Securities (other than in Junior Securities on its Common Stock) or any capital stock ranking on a parity with the Series A Preferred Stock either as to dividends or upon liquidation, dissolution or winding up of the Corporation ("Parity Stock"), prior to the payment of such dividend, the Corporation shall first either (i) pay the then current cumulative dividends to the holders of the Series A Preferred Stock or (ii) set aside and irrevocably deposit in trust for the holders of the Series A Preferred Stock money sufficient to pay the then current cumulative dividends on the Series A Preferred Stock. All dividends paid with respect to shares of Series A Preferred Stock pursuant to this Section C shall be paid pro rata to the holders entitled thereto.

(b) Dividends on the shares of Series A Preferred Stock shall accrue and be cumulative from their respective Issue Dates.

(c) Accrued but unpaid dividends may be declared by the Board of Directors and paid on any date fixed by the Board of Directors to holders of record on the books of the Corporation on such record date as may be fixed by the Board of Directors, which record date shall be no more than 60 days prior to the payment date thereof. Holders of Series A Preferred Stock will not be entitled to any dividends, whether payable in cash, property or stock, in excess of the full cumulative dividends provided for herein. Dividends payable on the Series A Preferred Stock for a period less than a full annual period shall be computed on the basis of a 365-day year.

(d) Except as provided in paragraph C (a) above, so long as any shares of the Series A Preferred Stock are outstanding, the Corporation shall not declare, pay or set apart for

payment any dividend or make any distribution on any Junior Securities (other than dividends or distributions payable in additional shares of Junior Securities).

(c). Except as provided in paragraph C (a) above, whenever dividends on the Series A Preferred Stock are in arrears for any period of time, the Corporation shall not declare dividends on or make any other distribution in respect of any Junior Securities (other than dividends or distributions payable in additional shares of Junior Securities) or Parity Stock, except dividends paid pro rata on the Series A Preferred Stock and all other capital stock ranking on a parity as to dividends and on which dividends are payable in arrears.

D. Liquidation Preference. (a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, no distribution shall be made to the holders of any Junior Securities unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received (i) \$1,000 per share plus (ii) all accrued and unpaid dividends and distributions thereon to the date of such payment, whether or not declared.

After payment in full of the liquidation preference of the Series A Preferred Stock, holders of Series A Preferred Stock shall not be entitled to receive any additional cash, property or other assets of the Corporation upon liquidation, dissolution or winding up of the Corporation.

(b) For the purposes of this Section D, the voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation or the consolidation or merger of the Corporation with any other corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation, whether or not such voluntary sale, conveyance, exchange or transfer shall be in connection with a plan of liquidation, dissolution or winding up of the Corporation.

E. Redemption.

(a) Optional Redemption by Corporation. Subject to the terms of this Section E (a), to the extent the Corporation shall have funds legally available therefor, the Corporation, at its option, may redeem, in whole or in part, the shares of Series A Preferred Stock outstanding, at any time or from time to time, upon notice given as hereinafter specified, at a redemption price equal to \$1,000 per share, together with accrued and unpaid dividends thereon to the redemption date. Notwithstanding the foregoing, unless the full cumulative dividends on all outstanding shares of Series A Preferred Stock shall have been paid or contemporaneously are declared and paid for all past dividend periods, none of the shares of Series A Preferred Stock shall be redeemed pursuant to this Section E (a) unless all outstanding shares of Series A Preferred Stock are simultaneously redeemed.

(b) Redemption Upon Change in Control. Upon the occurrence of a Change in Control, the Series A Preferred Stock shall be redeemable at the option of the holders thereof, in whole or in part, at a redemption price per share equal to \$1,000 plus accrued and unpaid

dividends to the date of redemption; provided, however, that if the event causing a Change in Control constituted a Change in Control solely under clause (i) of paragraph 1 (e) hereof, the Series A Preferred Stock may be redeemed by the holders thereof only to the extent that the Corporation receives funds as a result of such event. The Corporation shall redeem the number of shares specified in the holders' notices of election to redeem pursuant to Section F (c) hereof on the date fixed for redemption.

(c) Redemption of Junior Securities. The Corporation may not, directly or indirectly, retire, redeem, purchase or otherwise acquire any Junior Securities unless the Series A Preferred Stock has been redeemed or retired in full.

(d) Redemption of Parity Stock. The Corporation may not retire, redeem, purchase or otherwise acquire any of its Parity Stock except for mandatory redemptions made in accordance with the terms of such Parity Stock, provided that at the time of any such redemption all dividends accrued on the Series A Preferred Stock shall have been paid or set aside for payment.

F. Procedure for Redemption. (a) In the event that fewer than all the outstanding shares of Series A Preferred Stock are to be redeemed at any time pursuant to Section E hereof, the number of shares to be redeemed shall be determined by the Board of Directors and the shares to be redeemed shall be redeemed pro rata.

(b) In the event that the Corporation shall redeem shares of Series A Preferred Stock pursuant to Section E hereof, notice of such redemption shall be mailed by first-class mail, postage prepaid, and mailed not less than 30 days nor more than 60 days prior to the redemption date, to the holders of record of the shares to be redeemed at their respective addresses as they shall appear in the records of the Corporation; provided, however, that failure to give such notice of any defect therein or in the mailing thereof shall not affect the validity of the redemption of any shares so to be redeemed except as to the holder to whom the Corporation has failed to give such notice or except as to the holder to whom notice was defective. Each such notice shall state: (i) the redemption date; (ii) the total number of shares of Series A Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed; (iii) the redemption price; (iv) the place or places where certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on such redemption date.

(c) If an event shall be proposed that would result in a Change in Control, then, in any one or more of such events the Corporation shall give written notice by first-class mail, postage prepaid, to each holder of Series A Preferred Stock at its address as it appears in the records of the Corporation, which notice shall describe such Change in Control and shall state the date on which such Change in Control shall take place and shall be mailed at least 30 days but no more than 60 days prior to such date. Such notice shall also set forth (in addition to the information required by the next succeeding paragraph): (i) each holder's right to require the

Corporation to redeem shares of Series A Preferred Stock held by such holder as a result of such Change in Control; (ii) the redemption price; (iii) the redemption date (which date shall be no more than 10 days after receipt by the Corporation of the notice by the holder referred to in the next succeeding sentence but in no event shall be later than the date of consummation of the Change in Control); (iv) the procedures to be followed by such holder in exercising its right of redemption, including the place or places where certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. In the event a holder of shares of Series A Preferred Stock shall elect to require the Corporation to redeem any or all of such shares of Series A Preferred Stock, such holder shall deliver, within 20 days of the mailing of the Corporation's notice described in this Section F (c) a written notice stating such holder's election and specifying the number of shares to be redeemed pursuant to Section E (b) hereof.

In the case of any redemption pursuant to Section E (b) hereof, the notice by the Corporation shall describe the Change in Control including a description of the Surviving Person (as hereinafter defined) and, if applicable, the effect of the Change in Control on the Common Stock.

(d) Notice by the Corporation having been mailed as provided in Section F (b), and provided that on or before the applicable redemption date funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for or entitled to redemption, so as to be and to continue to be available therefor, then, from and after the redemption date (unless the Corporation defaults in the payment of the redemption price, in which case such rights shall continue until the redemption price is paid), dividends on the shares of Series A Preferred Stock so called for or entitled to redemption shall cease to accrue, and said shares shall no longer be deemed to be outstanding and shall not have the status of shares of Series A Preferred Stock, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive the applicable redemption price and any accrued and unpaid dividends from the Corporation to the date of redemption) shall cease. Upon surrender of the certificates for any shares so redeemed (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation shall so require and a notice by the Corporation shall so state), such shares shall be redeemed by the Corporation at the applicable redemption price as aforesaid. In case fewer than all the shares represented by any such certificates are redeemed, a new certificate or certificates representing the unredeemed shares shall be issued without cost to the holder thereof.

G. Reacquired Shares. Shares of Series A Preferred Stock that have been issued and reacquired in any manner, including shares reacquired by purchase or redemption, shall (upon compliance with any applicable provisions of the laws of the State of Florida) have the status of authorized and unissued shares of the class of Series A Preferred Stock undesignated as to series and may be redesignated and reissued as part of any series of Series A Preferred Stock other than the Series A Preferred Stock.

H. Voting Rights. Except as otherwise provided in the Stockholders Agreement, dated as of March 1, 1996, among the Corporation, and the stockholders of the Corporation, Baptist/St. Vincent's Health System, Inc., and North Florida Physicians Association, Inc. (the "Stockholders Agreement"), or as otherwise from time to time provided by law, the holders of shares of Series A Preferred Stock shall have no voting rights. In exercising the voting rights provided by law or in this Section H, each share of Series A Preferred Stock shall entitle the holder thereof to one vote per share.

I. Definitions. For the purposes of this Certificate of Designation of Series A Cumulative Series A Preferred Stock, the following terms shall have the meanings indicated:

- (a) **"Affiliate"** shall have the meaning ascribed to such term in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, or any successor provision.
- (b) **"Approval of the Series A Preferred Stock"** shall mean the affirmative vote of the holders of a majority of the Series A Preferred Stock.
- (c) **"Business Day"** shall mean any day other than a Saturday, Sunday or a day on which banking institutions in the State of Florida are authorized or obligated by law or executive order to close.
- (d) **"B/SVHS"** shall mean Baptist/St. Vincent's Health System, Inc., a Florida nonprofit corporation.
- (e) **"Change in Control"** shall mean: (i) the occurrence of any transaction or event or series of transactions or events as a result of which either B/SVHS and its Affiliates, or NFPA and its Affiliates, own less than 50% of the Corporation's outstanding voting securities, (ii) the merger or consolidation of the Corporation with or into a Person who is not an Affiliate of the Corporation or (iii) the sale of all or substantially all of the Corporation's assets to a Person who is not an Affiliate of the Corporation.
- (f) **"Investment Agreement"** shall mean that certain Investment Agreement dated as of March 1, 1996, by and between the Corporation and B/SVHS relating to the purchase of the Series A Preferred Stock.
- (g) **"Issue Date"** shall mean the first date on which shares of Series A Preferred Stock are issued.
- (h) **"Person"** shall mean any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

- (i) "Surviving Person" shall mean the outstanding or surviving Person of a merger, consolidation or other corporate combination, the Person receiving a transfer of all or a substantial part of the properties and assets of the Corporation, or the Person consolidating with or merging into the Corporation in a merger, consolidation or other corporate combination in which the Corporation is the continuing or surviving Person, but in connection with which the Series A Preferred Stock or Common Stock of the Corporation is exchanged or converted into the securities of any other Person or the right to receive cash or any other property."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The shareholders of this Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the shareholders.

D. The Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments to them.

E. The Shareholders of this Corporation has approved the amendment and restatement of the Articles of Incorporation, as follows:

ARTICLE I
NAME, PRINCIPAL OFFICE, REGISTERED OFFICE
REGISTERED AGENT AND INCORPORATORS

Section 1.1 **Name.** The name of the corporation is Baptist/St. Vincent's Integrated Delivery Organization, Inc. (the "Corporation").

Section 1.2 **Offices.** The principal office and mailing address of the Corporation is:

1637 King Street
Jacksonville, Florida 32204
Attention: Clifford R. Frank

The Corporation may also have, maintain and operate other offices as shall be proper or advisable in the discretion of the officers or Board of Directors of the Corporation.

Section 1.3 Registered Agent. The registered office of the Corporation is:

Baptist/St. Vincent's Health System, Inc.
Attention: Harvey Granger, General Counsel
1325 San Marco Boulevard
Suite 902
Jacksonville, Florida 32207

The name and address of the registered agent of the Corporation is:

Harvey Granger, General Counsel
Baptist/St. Vincent's Health System, Inc.
1325 San Marco Boulevard
Suite 902
Jacksonville, Florida 32207

Section 1.3 Incorporators. The incorporators of the Corporation are over 18 years of age. Their names and addresses are:

Harvey Granger, General Counsel
Baptist/St. Vincent's Health System, Inc.
1325 San Marco Boulevard
Suite 902
Jacksonville, Florida 32207

Todd L. Sack, M.D.
Borland-Groover Clinic, P.A.
1610 Barrs Street
Jacksonville, Florida 32204

ARTICLE II PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III SHAREHOLDERS

The Corporation shall have two shareholders, Baptist/St. Vincent's Health System, Inc., a Florida not-for-profit corporation (the "Class A Shareholder"), and North Florida Physicians Association, Inc., a Florida not-for-profit corporation (the "Class B Shareholder") (collectively, the "Shareholders"). The Class A Shareholder shall hold 500 shares of Class A Common Stock (as defined below) and the Class B Shareholder shall hold 500 shares of Class B Common Stock (as defined below). The Class A Shareholder also shall hold all of the issued and outstanding shares of Series A Preferred Stock (as defined below).

ARTICLE IV CAPITAL STOCK

Section 4.1 Capital Stock. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is (i) 1,000 shares of voting common stock with a par value of \$.01 per share ("Common Stock") and (ii) 100,000 shares of non-voting preferred stock with a par value of \$.01 per share.

Section 4.2 Restriction on Transfer of Stock. The Shareholders may, by Bylaw provision, by Shareholders' Agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

Section 4.3 Preferred Stock. The 100,000 shares of non-voting preferred stock that the Corporation has authority to issue shall constitute a separate and single class of shares known as Preferred Stock, which may be issued in one or more series. The preferences, limitations, relative rights, and voting rights, if any, of each series shall be as set forth below:

A. Designation and Amount. These shall be designated a series of Preferred Stock known "Series A Cumulative Preferred Stock" (the "Series A Preferred Stock"), and the number of shares constituting such series shall not exceed 2,900, consisting of the shares of Series A Preferred Stock issued pursuant to the Investment Agreement (as hereinafter defined).

B. Rank. The Series A Preferred Stock shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank senior to the Common Stock, par value \$.01 per share and to all classes and series of stock of the Corporation now or hereafter authorized, issued or outstanding which by their terms expressly provide that they are junior to the Series A Preferred Stock (collectively, the "Junior Securities"). Without the Approval of the holders of the Series A Preferred Stock, the Corporation shall not issue any capital stock other than Junior Securities.

C. Dividends. (a) The holders of shares of the Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of funds legally available therefor, dividends at the annual rate of \$80.00 per share. Such dividends shall be cumulative and shall accrue and be payable to holders of record at the close of business on the date specified by the Board of Directors at the time such dividends are declared, in preference to dividends on the Junior Securities; provided, however, that if the Corporation intends to pay a dividend on any Junior Securities (other than in Junior Securities on its Common Stock) or any capital stock ranking on a parity with the Series A Preferred Stock either as to dividends or upon liquidation, dissolution or winding up of the Corporation ("Parity Stock"), prior to the payment of such dividend, the Corporation shall first either (i) pay the then current cumulative dividends to the holders of the Series A Preferred Stock or (ii) set aside and irrevocably deposit in trust for the holders of the Series A Preferred Stock money sufficient to pay the then current cumulative dividends on the Series A Preferred Stock. All dividends paid with respect to shares of Series A Preferred Stock pursuant to this Section C shall be paid pro rata to the holders entitled thereto.

(b) Dividends on the shares of Series A Preferred Stock shall accrue and be cumulative from their respective Issue Dates.

(c) Accrued but unpaid dividends may be declared by the Board of Directors and paid on any date fixed by the Board of Directors to holders of record on the books of the Corporation on such record date as may be fixed by the Board of Directors, which record date shall be no more than 60 days prior to the payment date thereof. Holders of Series A Preferred Stock will not be entitled to any dividends, whether payable in cash, property or stock, in excess of the full cumulative dividends provided for herein. Dividends payable on the Series A Preferred Stock for a period less than a full annual period shall be computed on the basis of a 365-day year.

(d) Except as provided in paragraph C (a) above, so long as any shares of the Series A Preferred Stock are outstanding, the Corporation shall not declare, pay or set apart for payment any dividend or make any distribution on any Junior Securities (other than dividends or distributions payable in additional shares of Junior Securities).

(e) Except as provided in paragraph C (a) above, whenever dividends on the Series A Preferred Stock are in arrears for any period of time, the Corporation shall not declare dividends on or make any other distribution in respect of any Junior Securities (other than dividends or distributions payable in additional shares of Junior Securities) or Parity Stock, except dividends paid pro rata on the Series A Preferred Stock and all other capital stock ranking on a parity as to dividends and on which dividends are payable in arrears.

D. Liquidation Preference. (a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, no distribution shall be made to the holders of any Junior Securities unless, prior thereto, the holders of shares of Series A Preferred

Stock shall have received (i) \$1,000 per share plus (ii) all accrued and unpaid dividends and distributions thereon to the date of such payment, whether or not declared.

After payment in full of the liquidation preference of the Series A Preferred Stock, holders of Series A Preferred Stock shall not be entitled to receive any additional cash, property or other assets of the Corporation upon liquidation, dissolution or winding up of the Corporation.

(b) For the purposes of this Section D, the voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation or the consolidation or merger of the Corporation with any other corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation, whether or not such voluntary sale, conveyance, exchange or transfer shall be in connection with a plan of liquidation, dissolution or winding up of the Corporation.

E. Redemption.

(a) Optional Redemption by Corporation. Subject to the terms of this Section E (a), to the extent the Corporation shall have funds legally available therefor, the Corporation, at its option, may redeem, in whole or in part, the shares of Series A Preferred Stock outstanding, at any time or from time to time, upon notice given as hereinafter specified, at a redemption price equal to \$1,000 per share, together with accrued and unpaid dividends thereon to the redemption date. Notwithstanding the foregoing, unless the full cumulative dividends on all outstanding shares of Series A Preferred Stock shall have been paid or contemporaneously are declared and paid for all past dividend periods, none of the shares of Series A Preferred Stock shall be redeemed pursuant to this Section E (A) unless all outstanding shares of Series A Preferred Stock are simultaneously redeemed.

(b) Redemption Upon Change in Control. Upon the occurrence of a Change in Control, the Series A Preferred Stock shall be redeemable at the option of the holders thereof, in whole or in part, at a redemption price per share equal to \$1,000 plus accrued and unpaid dividends to the date of redemption; provided, however, that if the event causing a Change in Control constituted a Change in Control solely under clause (i) of paragraph I (e) hereof, the Series A Preferred Stock may be redeemed by the holders thereof only to the extent that the Corporation receives funds as a result of such event. The Corporation shall redeem the number of shares specified in the holders' notices of election to redeem pursuant to Section F (c) hereof on the date fixed for redemption.

(c) Redemption of Junior Securities. The Corporation may not, directly or indirectly, retire, redeem, purchase or otherwise acquire any Junior Securities unless the Series A Preferred Stock has been redeemed or retired in full.

(d) Redemption of Parity Stock. The Corporation may not retire, redeem, purchase or otherwise acquire any of its Parity Stock except for mandatory redemptions made in accordance with the terms of such Parity Stock, provided that at the time of any such redemption all dividends accrued on the Series A Preferred Stock shall have been paid or set aside for payment.

F. Procedure for Redemption. (a) In the event that fewer than all the outstanding shares of Series A Preferred Stock are to be redeemed at any time pursuant to Section E hereof, the number of shares to be redeemed shall be determined by the Board of Directors and the shares to be redeemed shall be redeemed pro rata.

(b) In the event that the Corporation shall redeem shares of Series A Preferred Stock pursuant to Section E hereof, notice of such redemption shall be mailed by first-class mail, postage prepaid, and mailed not less than 30 days nor more than 60 days prior to the redemption date, to the holders of record of the shares to be redeemed at their respective addresses as they shall appear in the records of the Corporation; ~~provided, however,~~ that failure to give such notice of any defect therein or in the mailing thereof shall not affect the validity of the redemption of any shares so to be redeemed except as to the holder to whom the Corporation has failed to give such notice or except as to the holder to whom notice was defective. Each such notice shall state: (i) the redemption date; (ii) the total number of shares of Series A Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed; (iii) the redemption price; (iv) the place or places where certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on such redemption date.

(c) If an event shall be proposed that would result in a Change in Control, then, in any one or more of such events the Corporation shall give written notice by first-class mail, postage prepaid, to each holder of Series A Preferred Stock at its address as it appears in the records of the Corporation, which notice shall describe such Change in Control and shall state the date on which such Change in Control shall take place and shall be mailed at least 30 days but no more than 60 days prior to such date. Such notice shall also set forth (in addition to the information required by the next succeeding paragraph): (i) each holder's right to require the Corporation to redeem shares of Series A Preferred Stock held by such holder as a result of such Change in Control; (ii) the redemption price; (iii) the redemption date (which date shall be no more than 10 days after receipt by the Corporation of the notice by the holder referred to in the next succeeding sentence but in no event shall be later than the date of consummation of the Change in Control); (iv) the procedures to be followed by such holder in exercising its right of redemption, including the place or places where certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. In the event a holder of shares of Series A Preferred Stock shall elect to require the Corporation to redeem any or all of such shares of Series A Preferred Stock, such holder shall deliver, within 20 days of the mailing of the Corporation's

notice described in this Section F (c) a written notice stating such holder's election and specifying the number of shares to be redeemed pursuant to Section E (b) hereof.

In the case of any redemption pursuant to Section E (b) hereof, the notice by the Corporation shall describe the Change in Control including a description of the Surviving Person (as hereinafter defined) and, if applicable, the effect of the Change in Control on the Common Stock.

(d) Notice by the Corporation having been mailed as provided in Section F (b), and provided that on or before the applicable redemption date funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for or entitled to redemption, so as to be and to continue to be available therefor, then, from and after the redemption date (unless the Corporation defaults in the payment of the redemption price, in which case such rights shall continue until the redemption price is paid), dividends on the shares of Series A Preferred Stock so called for or entitled to redemption shall cease to accrue, and said shares shall no longer be deemed to be outstanding and shall not have the status of shares of Series A Preferred Stock, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive the applicable redemption price and any accrued and unpaid dividends from the Corporation to the date of redemption) shall cease. Upon surrender of the certificates for any shares so redeemed (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation shall so require and a notice by the Corporation shall so state), such shares shall be redeemed by the Corporation at the applicable redemption price as aforesaid. In case fewer than all the shares represented by any such certificates are redeemed, a new certificate or certificates representing the unredeemed shares shall be issued without cost to the holder thereof.

G. Reacquired Shares. Shares of Series A Preferred Stock that have been issued and reacquired in any manner, including shares reacquired by purchase or redemption, shall (upon compliance with any applicable provisions of the laws of the State of Florida) have the status of authorized and unissued shares of the class of Series A Preferred Stock undesignated as to series and may be redesignated and reissued as part of any series of Series A Preferred Stock other than the Series A Preferred Stock.

H. Voting Rights. Except as otherwise provided in the Stockholders Agreement, dated as of March 1, 1996, among the Corporation, and the stockholders of the Corporation, Baptist/St. Vincent's Health System, Inc., and North Florida Physicians Association, Inc. (the "Stockholders Agreement"), or as otherwise from time to time provided by law, the holders of shares of Series A Preferred Stock shall have no voting rights. In exercising the voting rights provided by law or in this Section H, each share of Series A Preferred Stock shall entitle the holder thereof to one vote per share.

I. Definitions. For the purposes of this Certificate of Designation of Series A Cumulative Series A Preferred Stock, the following terms shall have the meanings indicated:

- (a) **"Affiliate"** shall have the meaning ascribed to such term in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, or any successor provision.
- (b) **"Approval of the Series A Preferred Stock"** shall mean the affirmative vote of the holders of a majority of the Series A Preferred Stock.
- (c) **"Business Day"** shall mean any day other than a Saturday, Sunday or a day on which banking institutions in the State of Florida are authorized or obligated by law or executive order to close.
- (d) **"B/SVHS"** shall mean Baptist/St. Vincent's Health System, Inc., a Florida nonprofit corporation.
- (e) **"Change in Control"** shall mean: (i) the occurrence of any transaction or event or series of transactions or events as a result of which either B/SVHS and its Affiliates, or NFPA and its Affiliates, own less than 50% of the Corporation's outstanding voting securities, (ii) the merger or consolidation of the Corporation with or into a Person who is not an Affiliate of the Corporation or (iii) the sale of all or substantially all of the Corporation's assets to a Person who is not an Affiliate of the Corporation.
- (f) **"Investment Agreement"** shall mean that certain Investment Agreement dated as of March 1, 1996, by and between the Corporation and B/SVHS relating to the purchase of the Series A Preferred Stock.
- (g) **"Issue Date"** shall mean the first date on which shares of Series A Preferred Stock are issued.
- (h) **"Person"** shall mean any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.
- (i) **"Surviving Person"** shall mean the outstanding or surviving Person of a merger, consolidation or other corporate combination, the Person receiving a transfer of all or a substantial part of the properties and assets of the Corporation, or the Person consolidating with or merging into the Corporation in a merger, consolidation or other corporate combination in which the Corporation is the continuing or surviving Person, but in connection with which the Series A Preferred Stock or Common Stock of the Corporation is exchanged or converted into the securities of any other Person or the right to receive cash or any other property.

ARTICLE V DURATION

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days (exclusive of legal holidays) after they are executed, corporate existence shall commence upon their filing by the Department of State.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 Number. The powers of the Corporation shall be vested in the Board of Directors. The number of directors may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than twelve (12). The directors shall be designated as either Class A directors or Class B directors pursuant to the Corporation's Bylaws. The directors and their successors shall be elected by the Shareholders, pursuant to such procedures as are specified in the Bylaws.

Section 6.2 Indemnification. The Corporation shall indemnify past or present directors and officers of the Corporation in accordance with and to the fullest extent permitted by the Florida Business Corporation Act, as amended from time to time.

Section 6.3 Removal.

(i) Any Class A director may be removed with or without cause at the discretion of the Class A Shareholder.

(ii) Any Class B director may be removed with or without cause at the discretion of the Class B Shareholder.

Section 6.4 Vacancy. A replacement director shall be appointed by the Shareholder whose class the vacating director represented.

Section 6.5 Compensation. In accordance with the Bylaws, the Board of Directors may be paid reasonable compensation and expenses associated with their service as directors. Any directors of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor as authorized by the Board of Directors.

Section 6.6 Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents, to the full extent permitted by law.

ARTICLE VII BYLAWS

Bylaws shall be adopted, altered, amended or repealed from time to time by affirmative vote of both classes of directors at any regular or special meeting of the Board of Directors.

ARTICLE VIII AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted at any meeting of the Board of Directors of the Corporation, whether annual or otherwise, subject to approval by the affirmative vote of both the Class A Shareholder and the Class B Shareholder.

APPROVAL

These Articles of Incorporation were duly adopted by the Incorporators of the Corporation on March 1, 1996.

IN WITNESS WHEREOF, Baptist/St. Vincent's Integrated Delivery Organization, Inc.
has caused these Articles of Amendment and Restatement to the Articles of Incorporation to be
signed in its name by its President this 1 day of Oct 1996, 1996.

**BAPTIST/ST. VINCENT'S INTEGRATED
DELIVERY ORGANIZATION, INC.**

By: 

Jack K. Groover, M.D.
President

ido.art 9/96 mc

P 960000/9245

BAPTIST/ST. VINCENT'S
HEALTH SYSTEM

Please reply to:
1325 San Marco Blvd. • Suite 902
Jacksonville, Florida 32207
904/202-5118 • FAX 904/202-1375

October 8, 1996

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

300001971673
-10/11/96--01054--004
*****35.00 *****35.00

Dear Sir/Madam:

RE: Baptist/St. Vincent's Integrated Delivery Organization, Inc.

Enclosed is our check in the amount of \$35.00 to cover the filing fees along with the Statement of Change of Registered Office or Registered Agent or Both For Corporations.

If you have any questions, please feel free to contact me directly at the number listed above. Thank you for your assistance.

Sincerely,

Marsha K. Coates

Marsha K. Coates
Legal Assistant

/mc

Enclosures (2)

FILED
95 OCT 11 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 OCT 11 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re chg
REC
10/11/96

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Baptist/St. Vincent's Integrated Delivery
Organization, Inc.

1b. The mailing address of the corporation is: 1637 King Street
Jacksonville, Florida 32204

1c. Date of Incorporation: March 1, 1996 Document number: H96000002949

2. The name and address of the current registered agent and office:

Harvey Granger, General Counsel

1325 San Marco Boulevard, Suite 902

Jacksonville, Florida 32207

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Harvey Granger, General Counsel

1301 Riverplace Boulevard, suite 1700

Jacksonville, Florida 32207

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or
vice chairman of the board)

9/18/96
(Date)

Jack R. Groover, M.D.,
(Printed or typed name and title)
Chief Executive Officer

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

9/18/96
(Date)