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Requestor's Name

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MBER(S), (if known):

1. First Care, Inc. (new) (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

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- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

*[Signature]*

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**ARTICLES OF INCORPORATION  
OF  
FIRST CARE, INC.**

The undersigned, acting as incorporators of First Care, Inc., under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

**Name and Duration**

The name of the Corporation is First Care, Inc. The duration of the Corporation is perpetual. This corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State. The Board of Directors of the corporation may adopt a logo in such stylized design as they deem acceptable.

**ARTICLE II**

**Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 655 West 8<sup>th</sup> Street, Jacksonville, Florida 32209.

**ARTICLE III**

**Registered Office and Agent**

The street address of the initial registered office in the State of Florida is 653-1 West 8<sup>th</sup> Street, Suite 4060, Jacksonville, Florida 32209, in the County of Duval. The name of the initial registered agent at such address is William E. Falck, Esq.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is five hundred (500) shares of Common Stock ("Common Stock") one dollar (\$1.00) per value par share.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

#### Name

William E. Falck, Esq.

#### Address

653-1 West 8<sup>th</sup> Street  
Suite 4060  
Jacksonville, Fl. 32209

## ARTICLE VII

### Stock Allocation and Purchase

Shares of this corporation shall be held exclusively by University Medical Center, Inc. ("UMC") and University of Florida Jacksonville Healthcare, Inc. ("UFJHI"). UMC shall hold 55% of all shares and UFJHI shall hold 45% of all shares. In the event that there are amendments or revisions to the Articles of Incorporation or the Bylaws, without unanimous consent of all shareholders, such that there is to be other than equal representation of the two shareholders on the Board and/or equal voting rights by UFJHI's appointed Board members with UMC's appointed Board members, UMC shall within 20 days purchase all outstanding shares of UFJHI at fair market value, at which time UMC may hold all shares, or cause shares to be transferred or sold to others, notwithstanding any restrictions initially imposed by Article VII.

Fair market value shall be determined by an appraiser agreed upon by both parties. In the event the parties cannot agree, each party shall select an appraiser and such appraisers shall select a third appraiser who shall conduct the appraisal.

## ARTICLE VIII

### Amendment

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation or the Bylaws in the manner provided in the Bylaws, except that Article VII – STOCK ALLOCATION AND PURCHASE may not be deleted or amended in any way without share holder consent.

## ARTICLE IX

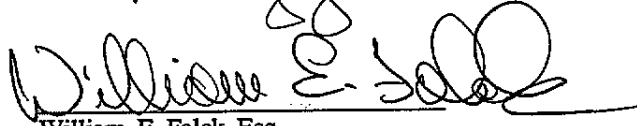
### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval, Florida this 14<sup>th</sup> day of October, 1998.

By:

A handwritten signature in cursive script, appearing to read "William E. Falck".

William E. Falck, Esq.  
Incorporator

**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That First Care, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named William E. Falck, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process and serve as registered agent for above-stated Corporation at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501. Florida Statutes.

By: William Falck  
William Falck, Esq.

DATED: October 14, 1998

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