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Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/)



U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

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**TRADEMARKS ONLY**

D-5126

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**  
**University Medical Center, Inc.**

- Individual(s)
- General Partnership
- Corporation-State **Florida**
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_  
Execution Date(s) **09/13/1999; 09/16/1999; 05/10/2002**  
**01/30/2003; 03/28/2003**

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

**2. Name and address of receiving party(ies)**  Yes  No  
Additional names, addresses, or citizenship attached?

Name: **Shands Jacksonville Medical Center, Inc.**  
Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_  
Street Address: **655 8th Street**  
City: **Jacksonville**  
State: **Florida**

Country: **USA** Zip: **32209**  
 Association Citizenship \_\_\_\_\_  
 General Partnership Citizenship \_\_\_\_\_  
 Limited Partnership Citizenship \_\_\_\_\_  
 Corporation Citizenship **Florida**  
 Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s)  
**2,240,390 Reg. Date 04/20/1999**

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: **Arthur G. Yeager, P.A.**  
Internal Address: \_\_\_\_\_  
Street Address: **245-1 East Adams Street**  
City: **Jacksonville**  
State: **Florida** Zip: **32202-3336**  
Phone Number: **(904) 355-9631**  
Fax Number: **(904) 355-9632**  
Email Address: \_\_\_\_\_

**6. Total number of applications and registrations involved:** 1

**7. Total fee (37 CFR 2.6(b)(6) & 3.41)** **\$40.00**  
 Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed (included in Ck.# **1522**)

**8. Payment Information:**  
a. Credit Card Last 4 Numbers \_\_\_\_\_ Expiration Date \_\_\_\_\_  
b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

**9. Signature:** Arthur G. Yeager April 05, 2005  
Signature Date

**Arthur G. Yeager** Total number of pages including cover sheet, attachments, and document: 13  
Name of Person Signing

copy

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, as amended to date, for SHANDS JACKSONVILLE MEDICAL CENTER, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 759011.



CR2EO22 (2-03)

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twentieth day of July, 2004

*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
UNIVERSITY MEDICAL CENTER, INC.**

A. The name of the Corporation is University Medical Center, Inc.

B. Amendments to the Articles of Incorporation were adopted on September 13, 1999, by the Board of Directors of the Corporation to amend the Articles of Incorporation in their entirety to change the name of the Corporation, to delete historical references, to amend the purposes of the Corporation, to change the registered agent and office of the Corporation, and to change the number and manner of election of the Members and the Board of Directors of the Corporation, so that after amendment, the Articles of Incorporation shall read as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
SHANDS JACKSONVILLE MEDICAL CENTER, INC.**

**Article I  
Name**

The name of the Corporation is Shands Jacksonville Medical Center, Inc.

**Article II  
Principal Office**

The address of the Corporation's principal office is 655 West 8th Street, Jacksonville, Florida 32209.

**Article III  
Registered Agent**

The street address of the registered office of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its registered agent at such address is Smith Hulsey & Busey.

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**Article IV  
Purposes**

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, for the following purposes:

(a) To provide healthcare and related services to the community, including the City of Jacksonville, Duval County, Nassau County, Clay County, Baker County and St. Johns County, Florida, and throughout the "First Coast" region, to provide care for indigent patients of Duval County, Florida, and to support the teaching and research missions of the University of Florida Health Science Center;

(b) To own, lease, manage, control, operate, govern, reconstruct and repair healthcare and related facilities;

(c) To establish and operate a hospital and healthcare service for the purpose of furnishing medical and surgical aid, nursing and medical care, food and other necessary care for those suffering from illnesses, disease, injuries or disabilities and to operate an emergency room or rooms in such hospital open to all regardless of their ability to pay; provided, however, that persons able to make full or part payment shall have the obligation to do so according to the schedule of charges established for the Corporation;

(d) To carry on any educational and other activities relating to the rendering of care to the sick and injured or to the promotion of the general health and welfare of the citizens of the State of Florida;

(e) To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida;

(f) To promote and carry on research related to the care of the sick and injured, and to the advancement of medical science;

(g) To solicit and receive funds, gifts, endowments, donations, devises, bequests, including grants, contracts and awards from federal, state or local agencies or other foundations;

(h) To lease or purchase land or lands, building or buildings, and purchase and construct buildings for purposes in connection with the activities of the Corporation, including, but not limited to, hospitals, doctors' offices, clinics, laboratories or any kind of related medical activity;

(i) To exercise all of the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such

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acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated that are not in derogation of the laws of the State of Florida;

(j) To enter into agreements with the United States of America, and/or the State of Florida, and with departments, divisions, agencies and political subdivisions thereof, for the purpose of providing medical science and health care services to all, including services for the indigent and persons with limited financial means;

(k) To enter into cooperative agreements and working arrangements with other healthcare and medical science-related institutions and agencies for the purpose of promoting the general health and welfare of the citizens of the State of Florida;

(l) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;

(m) To operate without regard to race, age, sex, religion or national origin;

(n) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(o) To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

#### Article V Powers

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3)

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of the Code or by an organization, contributions to which are deductible under Section 170 of the Code.

**Article VI  
Member**

**Section 6.1 Member.** The sole Member of the Corporation shall be Shands Jacksonville HealthCare, Inc.

**Section 6.2 Reserved Powers.** Notwithstanding any other provision of these Articles of Incorporation, there is reserved to the Member (a) all matters required to be reserved to the Member under the Florida Not For Profit Corporation Act and (b) the power to amend these Articles of Incorporation and the Corporation's Bylaws.

**Article VII  
Directors and the Manner of Election of Directors**

The Corporation shall be managed by or under the direction of a Board of Directors, which shall consist of the individuals who are the members of the Board of Directors of Shands Jacksonville HealthCare, Inc. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws.

**Article VIII  
Dissolution**

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

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**Article IX  
Amendment**

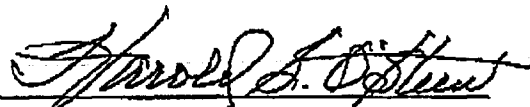
The sole Member of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in any manner now or hereafter provided by law.

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

C. The Board of Directors of the Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the directors entitled to vote. The Members of the Corporation were not entitled to vote on the amendment.

IN WITNESS WHEREOF, University Medical Center, Inc. has caused these Articles of Amendment to be signed in its name by its Chairman this 13<sup>th</sup> day of September, 1999.

UNIVERSITY MEDICAL CENTER, INC.

By:   
Harold S. O'Steen  
Chairman

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, Shands Jacksonville Medical Center, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Shands Jacksonville Medical Center, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: Harry M. Wilson, III  
Harry M. Wilson, III  
Vice-President

Date: September 16, 1999

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ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
SHANDS JACKSONVILLE MEDICAL CENTER, INC.

A. The name of the Corporation is Shands Jacksonville Medical Center, Inc.

B. An amendment to the Articles of Incorporation was adopted on April 25, 2002, by the sole Member of the Corporation to amend Article VII of the Articles of Incorporation, so that after amendment, Article VII of the Articles of Incorporation shall read as follows:

"Article VII  
Directors and the Manner of Election of Directors

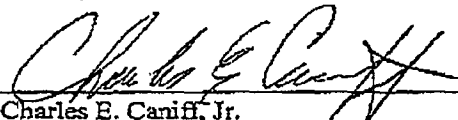
The Corporation shall be managed by or under the direction of a Board of Directors, which shall consist of the individuals who are the members of the Board of Directors of Shands Jacksonville HealthCare, Inc.; provided, however, that if any member or members of the Board of Directors of Shands Jacksonville HealthCare, Inc. are removed pursuant to Article VI of the Articles of Incorporation of Shands Jacksonville HealthCare, Inc., members of the Financial Restructuring Committee of the Board of Directors, created by resolutions of the Board of Directors of the Corporation dated April 16, 2002, who were members of the Corporation's Board of Directors immediately prior to such removal shall continue as members of the Corporation's Board of Directors, without regard to such purported removal. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws."

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

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

IN WITNESS WHEREOF, Shands Jacksonville Medical Center, Inc. has caused these Articles of Amendment to be signed in its name by its Secretary this 10th day of May, 2002.

SHANDS JACKSONVILLE MEDICAL  
CENTER, INC.

By:   
Charles E. Caniff, Jr.  
Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
SHANDS JACKSONVILLE MEDICAL CENTER, INC.**

- A. The name of the Corporation is Shands Jacksonville Medical Center, Inc.
- B. Amendments to the Articles of Incorporation were adopted on January 30, 2003, to be effective February 1, 2003, by action of the sole Member of the Corporation to amend and restate in their entirety the provisions of Articles VI and VII.
- C. As a result of that action, Articles VI and VII of the Articles of Incorporation shall read as follows, effective February 1, 2003:

**Article VI  
Member**

EFFECTIVE DATE  
2-1-03

The sole Member of the Corporation shall be Shands Jacksonville HealthCare, Inc.

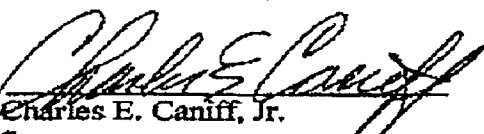
**Article VII  
Directors and the Manner of Election of Directors**

The number and manner of election of Directors of the Corporation shall be as provided in the Bylaws.

- D. There are no other amendments to the Articles of Incorporation.
- E. The sole Member of the Corporation was entitled to vote on these amendments and the number of votes cast for the amendments was sufficient for approval by the sole Member.

IN WITNESS WHEREOF, Shands Jacksonville Medical Center, Inc. has caused these Articles of Amendment to be signed in its name by its Secretary on this 30th day of January, 2003.

**SHANDS JACKSONVILLE  
MEDICAL CENTER, INC.**

By:   
Charles E. Caniff, Jr.  
Secretary

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**ARTICLES OF MERGER  
OF FIRST CARE, INC.  
WITH AND INTO  
SHANDS JACKSONVILLE MEDICAL CENTER, INC.**

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act and Section 617.1105 of the Florida Not for Profit Corporation Act, **FIRST CARE, INC.**, a Florida profit corporation, and **SHANDS JACKSONVILLE MEDICAL CENTER, INC.**, a Florida not for profit corporation, hereby submit the following Articles of Merger:

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1. The names of the corporations that are parties to the merger are First Care, Inc. and Shands Jacksonville Medical Center, Inc. Shands Jacksonville Medical Center, Inc. is the surviving corporation.

2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit "A" and incorporated herein.

3. In accordance with the Plan of Merger, the effective date of the merger shall be April 1, 2003.

4. The Plan of Merger was unanimously approved by the Shareholders of First Care, Inc. as of March 28, 2003 in accordance with the applicable provisions of Chapter 607, Florida Statutes.

5. The Plan of Merger was approved by the sole Member of Shands Jacksonville Medical Center, Inc. on February 24, 2003 in accordance with the applicable provisions of Chapter 617, Florida Statutes.

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DIVISION OF CORPORATIONS

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of March 28, 2003.

**FIRST CARE, INC.**

By: [Signature]  
Robert C. Nuss, M.D.  
President

**SHANDS JACKSONVILLE MEDICAL  
CENTER, INC.**

By: [Signature]  
William J. Ryan  
Interim Vice-President, Chief  
Financial Officer and Treasurer

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EFFECTIVE DATE  
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**EXHIBIT A**  
**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1103 and 617.1103 as applicable, is being submitted in accordance with Section 607.1108, Florida Statutes.

**Section 1**  
**Merging Parties**

The name of each domestic corporation and the name and jurisdiction of formation, organization, or incorporation of each other business entity planning to merge are:

- First Care, Inc., a Florida for profit corporation; and
- Shands Jacksonville Medical Center, Inc., a Florida not for profit corporation (hereinafter collectively the "Constituent Corporations.")

**Section 2**  
**Surviving Entity**

The name of the surviving or resulting domestic corporation or other business entity into which each other domestic corporation or other business entity plans to merge, which is hereinafter and in Sections 607.1109 and 607.11101 designated as the surviving entity is:

Shands Jacksonville Medical Center, Inc.

**Section 3**  
**Terms and Conditions of Merger**

The terms and conditions of the merger are as follows:

The Constituent Corporations will merge, and Shands Jacksonville Medical Center, Inc. will be the surviving entity. As a result of the merger, Shands Jacksonville Medical Center, Inc., will accept all rights and responsibilities, including contractual obligations, of First Care, Inc., as of the Effective Date.

At such time as the merger becomes effective, title to all of the assets of First Care, Inc. shall be vested in Shands Jacksonville Medical Center, Inc. without reversion or impairment and Shands Jacksonville Medical Center, Inc. shall thenceforth be responsible for all of the liabilities and obligations of First Care, Inc. Any proceeding pending against First Care, Inc. may be continued as if the merger did not occur or Shands Jacksonville Medical Center, Inc. may be substituted in its place.

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On the Effective Date, all of the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of Shands Jacksonville Medical Center, Inc. at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments or eliminations of inter-company items as may be appropriate giving effect to the Merger.

**Section 4**  
**Manner and Basis of Converting Interest**

- A. The manner and basis of converting the shares of each domestic corporation that is a party to the merger and the partnership interests, interests, shares, obligations or other securities of each other business entity that is a party to the merger into partnership interests, interests, shares, obligations or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property are as follows:

On the Effective Date, each issued and outstanding share of First Care, Inc. common stock shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto.

- B. The manner and basis of converting rights to acquire the shares of each domestic corporation that is a party to the merger and rights to acquire partnership interests, interests, shares, obligations or other securities of each other business entity that is a party to the merger into rights to acquire partnership interests, interests, shares, obligations or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property are as follows:

Not applicable.

**Section 5**  
**Other**

Other provisions, if any, relating to the merger.

The merger shall be effective April 1, 2003 ("Effective Date").

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DIVISION OF CORPORATIONS  
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