BYLAWS

OF

CHARLOTTE COUNTY PHYSICIAN-HOSPITAL ORGANIZATION, INC.

A Florida Not for Profit Corporation

ARTICLE I

PURPOSES, POWERS, AND DEFINITIONS

Section 1.1 Statement of Purpose. The purpose of the Corporation is to function as a physician hospital organization and to conduct any other business permitted under the Florida Not For Profit Corporation Act.

 Section 1.2 Powers. Except as limited by the Articles of Incorporations of these Bylaws, the Corporation shall have and exercise such powers in furthermore of its purposes as are now or may hereafter be granted by the laws of the State.

 Section 1.3 Definitions. The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

 Articles of Incorporation. The term “Articles of Incorporation” shall mean the Articles of Incorporation of the Corporation filed with the Department of State of Florida on the 4th day of December, 1992, and any amendments thereto.

 Board. The term “Board” shall mean the Board of Directors of the Corporation.

 Bylaws. The term “Bylaws” shall mean the Bylaws of the Corporation except where reference is specifically made to the bylaws of another entity or unit.

 Chairman. The term “Chairman” shall mean the Chairman of the Board as set forth in Article 4.7.

 Corporation. The term “Corporation” shall mean the Charlotte County Physician-Hospital Organization, Inc., a Florida not for profit corporation.

 Hospital. The term “Hospital” shall mean Fawcett Memorial Hospital.

 Hospital Member. The term “Hospital Member” shall mean a member of the Corporation described in Section 3.1-2.

 Member. The term “Member” shall refer to Physician Members and Hospital Members with authority to vote and be counted in determining the existence of a quorum.

 Physician Member. The term “Physician Member” shall mean a member of the Corporation described in Section 3.1-1.

 State. The term “State” shall mean the State of Florida unless otherwise specifically indicated.

ARTICLE II

OFFICES

The Corporation shall have and continuously maintain in the State a registered office and registered agent (whose office shall be identical with such registered office) and may have such other offices within or without the State as the Board may from time to time determine. A copy of the Articles of Incorporation, the Bylaws, any amendments thereto and a list of the names and addresses of the Members of the Corporation, in alphabetical order, shall be kept at the Corporation’s registered office.

ARTICLE III

MEMBERS

 Section 3.1 Classes. The Corporation shall have two classes of Members, Physician Members and a Hospital Member. The number of directors that the Hospital Member shall have the right to elect shall be determined from time to time by resolution of the Board. The Physician Members shall always have the right to elect a number of directors equal to one (1) plus the number of directors elected by the Hospital Members.

 Section 3.1-1 Physician Members. Appointees to the Medical Staff of the Hospital who are duly licensed to practice medicine in the State, maintain general and professional liability insurance coverage in amounts and from carriers deemed appropriate by the Corporation, have paid the dues and/or administrative fees established by the Board, have executed and maintain the standards of a participating physician agreement, and who are and remain appointed as Members of the Corporation by the Board, are qualified to be Physician Members of the Corporation.

 Section 3.1-2 Hospital Member. The Hospital Member shall be Fawcett Memorial Hospital or any successor organization which has been voted upon and accepted for substitution by the Physician Members of the Board.

 Section 3.1-3 Termination of Members. Termination of Members shall be decided by a vote of the Board, and shall be based upon policies and procedures established by the Board for termination of membership in the Corporation.

 Additionally, any Physician Member who fails to meet, on a continuing basis, the qualifications established in Section 3.1-1, or fails to execute and/or maintain a participating physician agreement and the standards and terms set forth therein as determined by the Corporation, will be automatically terminated for failure to meet those qualifications.

 Section 3.2 Annual Meeting. Commencing in calendar year 1992, the annual meeting of the Members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at the principal business office of the Corporation or at such other place within or without the State as may be designated by the caller of the meeting. The annual meeting shall be held on such date and at such time as shall be determined by the Board and stated in the notice of meeting.

 Section 3.3 Special Meetings. Except as otherwise provided by law or by the Articles of Incorporation, special meetings of the Members may be called the Chairman of the Board of Directors, a majority of the members of the Board of Directors or by Members having not less than fifteen percent (15%) of the votes entitled to be cast at such meeting, and shall be held at the principal business office of the Corporation at such time as is stated in the notice calling such meeting. Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called. If a special meeting is to be called by the Members, such Members must deliver to the Corporation’s secretary-treasurer one or more signed and dated written demands describing the purpose or purposes of the meeting.

 Section 3.4 Notice of Meeting—Waiver. Written or printed notice stating the date, time and place of any annual or special meeting of the Members shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by mail, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, first class and postage prepaid, addressed to the Member at his address as it appears on the records of the Corporation. Such further or earlier notice shall be given as may be required by law. A member may waive notice of any meeting before or after the date and time stated in the notice. The waiver must be in writing and signed by the Member.

 Section 3.5 Quorum. Unless otherwise provided by law, by the Articles of Incorporation or by the Bylaws, one-third (1/3) of the Members of each class entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If less than a quorum of the Members is present at such meeting, a majority of Members present may adjourn the meeting until a quorum shall be present. The vote of a majority of the Members entitled to vote and thus represented at a meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number is required by law or these Bylaws. The Chairman shall preside at, and the secretary-treasurer shall keep the records of, each meeting of Members, and in the absence of either such officer, his duties shall be performed by some person appointed at the meeting by a majority of Members entitled to vote on a matter as a separate voting group, it may take action on such matter at a meeting only if a quorum of those Members exists with respect to that matter. One-third (1/3) of the votes entitled to be cast on the matter by the membership class constitutes a quorum of that membership class for action on that matter.

 Section 3.6 Voting At each Members’ meeting, every Member having the right to vote shall be entitled to vote in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Each member shall be entitled to one vote on each matter submitted to a vote for which such Member is entitled to vote. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer period is expressly provided in the proxy. Each proxy shall be revocable, unless the appointment is coupled with an interest and the appointment form conspicuously states that it is revocable. An appointment made irrevocable becomes revocable when the interest with which it is coupled is extinguished. Proxies shall be filed with the secretary of the Corporation. Elections of directors by members may be conducted by mail.

 Section 3.7 Membership Book. The Corporation shall keep at its principal business office a membership book containing the name and address of each Member, in alphabetical order. Termination of a Member’s membership shall be recorded in the membership book.

 Section 3.8 No Cumulative Voting. No Member may cumulate his votes at any election of directors or upon any other matter.

 Section 3.9 Order of Business. The meetings of the Members will be conducted in accordance with Roberts Rules of Order, Revised. Suggested order of business at the annual meeting and, insofar as possible and applicable, at all other meetings of the Members, shall be:

1. Calling of roll
2. Proof of due notice of meeting, unanimous attendance, or waiver of notice
3. Reading and disposal of any unapproved minutes
4. Annual reports of all officers and committees
5. Election of directors
6. Unfinished business
7. New Business
8. Adjournment

Section 3.10 Action Without a Meeting. Any action required or permitted to be taken at an annual or special meeting of the Members may be taken without a meeting, without prior notice and without a vote if the action is taken by the Members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action were present and voting. To be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by its principal office, its principal place of business, the Corporation’s secretary or another officer or agent having custody of the book in which proceedings of meetings of Members are recorded. Written consent shall not be effective to take the corporate action referred to in the consent unless the consent is signed by Members having the requisite number of votes necessary to authorize the action within sixty (60) days of the date of the earliest dated consent. Any written consent may be revoked prior to the date that the Corporation receives the required number consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the Corporation at its principle office, its principle place of business, or received by the Corporation’s secretary-treasurer or other officer or agent having custody of the book in which proceedings of meetings of Members are recorded. Within ten (10) days after obtaining authorization by written consent, notice must be given to those Members who are entitled to vote on the action but who have not consented in writing. This notice must fairly summarize the material features of the authorized action. A written consent has the effect of a meeting vote and may be described as such in any document. Written consents must be filed with the minutes of proceeding of the Members.

ARTICLE IV

DIRECTORS

 Section 4.1 General Powers. The affairs of the Corporation shall be managed under the direction of the Board and the powers of the Corporation shall be exercised by or under the direction of the Board, except as may be otherwise provided by applicable law or by the Articles of Incorporation. The Board shall make appropriate delegations of authority to the officers and, to the extent permitted by law, by appropriate resolution the Board may authorize one or more committees to act on its behalf when it is not in session.

 Section 4.2 Number, Qualification, Term and Vacancies. An annual meeting of the Board shall be held at a time and date as determined by the Board each year for the purpose of appointing officers, and for the transaction of such other business as may come before the meeting. The Board shall have regular meetings, the frequency of which is consistent with the needs of the Corporation and, unless the Board shall provide otherwise by resolution, regular meetings of the Board shall be held at least quarterly. Regular meeting of the Board may be called by the Chairman of the Corporation. The Board may by resolution prescribe the time and place for the holding of regular meetings and may provide that the adoption of such resolution shall constitute notice of such regular meetings. If the Board does not prescribe the time and place for the holding of regular meetings, such regular meetings shall be held at a time and place specified by the Chairman in the notice of such regular meeting. The purpose of any regular meeting need not be specified in the notice.

 Section 4.4-2 Special Meetings. Special meetings of the Board may be called by the Chairman or upon the written request of a majority of the directors of either class. Notice of each special meeting of the Board shall be given to each director at least two (2) days before the meeting, and such notice shall include the date, time, and place of the meeting. The purpose of the meeting need not be specified in the notice.

 Section 4.5 Waiver of Notice. Notice of a meeting of the Board need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Except as otherwise provided by applicable law or by these Bylaws, neither the business to be transacted at nor the purpose of any regular meeting or special meeting of the Board need be specified in the waiver of notice of such meeting.

 Section 4.6 Quorum and Voting. At regular meeting of the Board, a majority of the directors shall constitute a quorum, and at special meeting of the Board, a majority of the directors representing each class shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which there is quorum shall be the act of the Board, unless otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. If a quorum shall not be present may adjourn the meeting without further notice until a quorum shall be present. A director present at a meeting of the Board or a Board committee when corporate action is taken will be deemed to have assented to the action taken unless: (i) he objects, at the beginning of meeting or promptly upon his arrival, to holding the meeting or transacting specified affairs at the meeting; or (ii) he votes against or abstains from the action taken.

 Section 4.7 Procedure at Meeting. The Board, at each regular meeting held immediately following the annual meeting of the Members, shall appoint one of their members who is a physician member to act as Chairman, who may also serve as an officer of the Corporation, who shall preside at meeting, a member of the Board elected by the Physician Members shall be selected by the directors present to preside. The secretary-treasurer of the Corporation shall act as secretary at all meeting of the Board or, in his absence, the presiding officer of the meeting shall designate any person in attendance to act as secretary. At Board meetings, business shall be transacted in such order as the Board may from time to time determine.

 Section 4.8 Board Committees. The Board may from time to time designate, by resolution adopted by a majority of the full Board, members of the Board to constitute committees, including, without limitation, an Executive Committee, which may have and may exercise such powers as a majority of the full Board may determine and specify in the respective resolutions appointing them, except that no such committee shall have the authority to: (i) approve or recommend to Members actions or proposals required by law to be approved by Members, (ii) adopt, amend or repeal these Bylaws, or (iii) fill vacancies on the Board or any Board committee. Each committee shall consist of two (2) or more Board members who serve at the pleasure of the Board, one of whom shall be designated chairman of the committee.

 Section 4.8-1 Quorum. A majority of the members of a Board committee shall constitute a quorum for the transaction of business at any meeting of the committee, unless otherwise specifically provided by the Articles of Incorporation or these Bylaws. If less than a majority of the members of the committee are present at such meeting, a majority of the committee members present may adjourn the meeting from time to time without further notice, until a quorum shall be present.

 Section 4.8-2 Meeting. Meetings of a Board committee may be called by or at the direction of the Board Chairman, the chairman of the Board committee, or a majority of the members of the Board committee then in office, to be held at such time and place as shall be designated in the notice of the meeting. Notice of the time and place of any meeting of a Board committee shall be communicated in writing by the person(s) calling the meeting at least ten (10) days prior to the meeting. Attendance of a committee member at any meeting shall constitute a waiver of notice of such meeting, except when a member states, at the beginning of the meeting or promptly upon arrival at meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Except as otherwise provided by applicable law or by these Bylaws, neither the business to be transacted at, nor the purpose of any committee meeting need be specified in the waiver of notice of such meeting.

 Section 4.8-3 Membership The Board shall have the power at any time to change the number of members of any such committee, or to fill vacancies, or to discharge any member or any such committee. Neither the designation of one or more such committees, the designation to any committee of authority nor the action by any such committee, shall operate to relieve the Board, or any individual director, of any responsibility imposed upon it are members of the Board as described in the Articles of Incorporation.

 Section 4.9 Action Without a Meeting. Any action required or permitted to be taken at meeting of the Board or any Board committee may be taken without a meeting if consent in writing, describing the action so taken, is signed by all member of the Board or committee, as the case may be. Action taken by such written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a different effective date.

 Section 4.10 Compensation. Unless otherwise provided by the Board, directors shall not receive any stated salaries for their services, but by resolution of the Board, a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties.

 Section 4.11 Resignation. A director may resign at any time by delivering written notice to the Board, the Chairman or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

ARTICLE V

OFFICERS

 Section 5.1 Number and Classification. The officers of the Corporation shall be the Chairman, one or more vice-chairmen, a secretary-treasurer and such other officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Board.

 Section 5.2 Election; Term; Qualifications. Officers shall be appointed by the Board annually at the first meeting of the Board following the annual meeting of Members. Each officer shall hold office until such officer’s successor has been duly chosen and qualified, or until his death, resignation or removal.

 Section 5.3 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create any contract rights.

 Section 5.4 Vacancies. Any vacancy in any office for any cause may be filled by the Board for the unexpired portion of the term.

 Section 5.5 Duties. The officers of the Corporation shall have such powers and duties, except as modified by the Board, as generally pertain to their respective offices, as well as such powers and duties as from time to time shall be conferred by the Board and by these Bylaws.

 Section 5.5-1 Chairman. The chairman shall be the Chief Executive Officer of the Corporation, and shall have general direction of the affairs of the Corporation and general supervision over its several officers, subject however, to the control of the Board. The chairman shall: (a) at each annual meeting, and from time to time, report to the Members and to the Board on all matters within the chairman’s knowledge, which, in his opinion, the interest of the Corporation may require to be brought to their notice; (b) attend all meetings of the Board; (c) preside at all meetings of the Members; (d) sign and execute in the name of the Corporation all contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Board or by these Bylaws to some other officer or agent of the Corporation; and (e) in general, perform all duties incident to the office of chairman, and such other duties as from time to time may be assigned by the Board or as are prescribed by these Bylaws.

 Section 5.5-2 Vice Chairman. At the request of the chairman, or in his absence or disability, the vice chairman (if more than one, as designated by the Board or, in the absence of the office of vice chairman continuously) shall perform the duties of restrictions on that office. Any action taken by a vice chairman in the performance of the duties of the chairman shall be conclusive evidence of the absence or inability to act of the chairman at the time such action was taken. The vice chairman shall perform such other duties as may from time to time be assigned to him by the Board or the chairman.

 Section 5.5-3 Secretary-Treasurer. The secretary-treasurer shall (a) prepare the minutes of all meetings of the Members and of the Board, and keep such minutes, as well as the minutes of all committees of the Board, in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) serve as custodian of the corporate records and of the is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) have general charge of such books and papers as the Board may direct, including, without limitation, a record of the names and addresses of all reasonable times, be open to the examination of any Member, or his agent or attorney, for any proper purpose; and (e) authenticate records of the Corporation. Furthermore, the secretary-treasurer shall: (a) keep complete and accurate books and records of account, showing accurately at all times the financial condition of the Corporation; (b) be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into possession of the Corporation; and (c) furnish at meetings of the Board, or whenever requested, a statement of the financial condition of the Corporation. The secretary-treasurer shall also perform all duties and exercise all powers incident to the office of the secretary-treasurer and such other duties and powers as the Board or the chairman from time to time may assign or confer.

 Section 5.5-4 Assistant Officers. Any assistant officer appointed by the Board shall have power to perform, and shall perform, all duties incumbent upon the secretary-treasurer of the Corporation, respectively, subject to the general direction of such officers, and shall perform such other duties as the Bylaws may require or the Board may prescribe.

 Section 5.6 Salaries. The salaries or other compensation, if any, of the officers shall be fixed from time to time by the Board. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that such person is also a director of the Corporation.

 Section 5.7 Bonds of Officers. The Board shall secure the fidelity of any or all of officers by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities, if any, as shall be required by the Board.

 Section 5.8 Delegation. The Board may delegate temporarily the powers and duties of any officer, and may authorize the delegation by any officer of the Corporation, in case of his absence or for any other reason, to any other officer, and may authorize the delegation by any officer of the Corporation of any of his powers and duties to any agent or employee subject to the general supervision by such officer.

 Section 5.9 Resignations. The Chairman may resign at any time by delivering notice to the vice chairman. Any other officer may resign at any time by delivering notice to the Chairman. Any such resignation shall be made in writing and shall take effect at the time it is delivered unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. If a resignation is made effective at a later date and the Corporation accepts such future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

ARTICLE VI

MISCELLANEOUS

 Section 6.1 Contracts. The Board may authorize any officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board or by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or any amount.

 Section 6.2 Checks, Drafts, Orders for Payment. All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

 Section 6.3 Depositories. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more such banks, trust companies, or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and keeping with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

 Section 6.4 Voting of Shares Owned by the Corporation. Unless otherwise ordered by the Board, the chairman or, in the chairman’s absence or disability, the secretary-treasurer shall have full power and authority on behalf of the Corporation to attend, to vote and to grant proxies to be used at any meeting of Members of such Corporation in which the Corporation may hold stock. The Board may confer like powers upon any other person or persons.

 Section 6.5 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep records of the actions of the Corporation, which records shall be open to inspection by the Members of the Board at any reasonable time.

 Section 6.6 Corporate Seal. The corporate seal shall be in such form as the Board shall approve, and such seal may be impressed on, affixed to, or in any manner reproduced upon instruments of any nature required to be executed by officers of the Corporation.

 Section 6.7 Fiscal Year; Accounting Election. The fiscal year of and the method of accounting for the Corporation shall be as the Board shall determine.

 Section 6.8 Loans Prohibited. No loans shall be made by the Corporation to its directors, officers or employees, or to any other corporation, firm, association, or other entity in which one or more of its directors, officers or employees is a director, officer or employee or holds a substantial financial interest.

 Section 6.9 Revocability of Authorization. No authorization , assignment, referral or delegation of authority by the Board to any committee, officer, agent or other official of the Corporation, or any other organization which is associated or affiliated with or conducted under the auspices of the Corporation, shall preclude the Board from exercising the authority required to meet its responsibility. The Board shall retain the right to rescind any such authorization, assignment, referral or delegation in its sole discretion.

 Section 6.10 Transactions in Which Directors or Officers Are Interested.

 6.10-1 Transactions. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation’s directors or officers are directors or officers, or have financial interest or whose immediate family members have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director(s) or officer(s) is (are) present at or participates in the meeting of the Board or a committee thereof that authorizes, approves, or ratifies such a contract or transaction, or solely because his or their votes are counted for such purposes, if:

 A. The fact of such relationship or interest is disclosed or known to the Board or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director(s) or officer(s); or

 B. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or a committee thereof.

 Section 6.10-2 Quorum. Common or interested directors or officers may be counted in determining the presence of a quorum at meeting of the Board or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

ARTICLE VII

AMENDMENTS

 Section 7.1 Amendments. The Bylaws may be altered, amended, or repealed, and new Bylaws adopted, by a two-thirds (2/3) vote of the Board.

Adopted as of the \_\_\_\_\_\_\_\_\_\_day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2013.