Estado Libre Asociado de Puerto Rico

Departamento de Estado

Yo, RAMON LUIS NIEVES, Secretario Auxiliar de Estado del Estado Libre Asociado de Puerto Rico, por la presente certifico: Que de los archivos de este Departamento aparece que "BELLA VISTA POLICLINIC, INC.", registro 20,462, es una corporación sin fines de lucro organizada bajo las leyes de Puerto Rico, el 21 de junio de 1990 a las 3:51 P.M.

En Testimonio de lo cual, firmo la presente y estampo en ella el Gran Sello del Estado Libre Asociado de Puerto Rico, en la Ciudad de San Juan, hoy día cinco de julio de mil novecientos noventa.

RAMON LUIS NIEVES
Secretario Auxiliar de Estado
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<thead>
<tr>
<th>COLECTURIA</th>
<th>FECHA DE PAGO</th>
<th>NUM. DEP.</th>
<th>CIFRA INGRESO</th>
<th>TIPO DE COBRO &amp; PAGO</th>
<th>NUMERO DE CUENTA</th>
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**LOCALIZACION DE PROPIEDAD/CONCEPTO CONTRIBUTIVO**

**CONTRIBUCION ADEUDADA**

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<th>1er. SEMESTRE</th>
<th>2do. SEMESTRE</th>
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**BAL. PENDIENTE DEL PRINCIPAL**

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**FORMA DE PAGO**

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<th>VENT.</th>
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**MUN. NUM.BOLETO**

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<th>NUM. LICENCIA</th>
<th>NUM. MARBETE</th>
<th>NUM. FACTURA</th>
<th>OTROS</th>
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**RECIBI DE**

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**ANÚ. SEM**

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<th>NUM. RECIBO</th>
<th>CONTRIBUCION</th>
<th>DESCUENTO</th>
<th>INTERESES</th>
<th>RECARGOS</th>
<th>MUL./Penal.</th>
<th>TOTAL PAGADO</th>
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**CANTIDAD EN LETRAS**

$4.00

**NOMBRE Y DIRECCION**

Belt Vista Peladuras

**DEPARTAMENTO DE HACIENDA**

NEGOCIADO DE RECAUDACIONES

**COLECTOR O SU REPRESENTANTE AUTORIZADO**

1ra. COPIA DOCUMENTO PARA TRAMITE
5 de julio de 1990

Lcdo. Rubén M. Medina Lugo
Apartado Postal General 4966
San Juan, Puerto Rico 00936/4966

Estimado licenciado Medina:

Nos place informarle que el 21 de junio de 1990 a las 3:51 P.M., fue radicado y archivado en este Departamento un Certificado de Incorporación de "BELLA VISTA POLICLINIC, INC.", una corporación sin fines de lucro organizada bajo las leyes de Puerto Rico, a la cual le correspondió el número 20,462.

Cordialmente,

Ricardo Fco. Román Cruz
Director
División de Corporaciones
y Metrca de Fábrica

RFRC/mlv
F-0613756-4.00
Con Fines de Lucro / CORPORACIONES / Doméstica / Sin Fines de Lucro / Fóraenea /

NOMBRE: Bella Vista Polyclinic, Inc.

Documento: Certificado de Incorporación

Número de Registro: 26467

Derechos por Enmiendas y/o Registro:

Archivo y Registro del Certificado de Incorporación

Certificado de Registro

Certificado de Enmienda

Certificado de Cambio de Agente Residente y Ubicación de Oficina Principal

Copia Certificada

Otros Documentos a prepararse

Aumento o Rebaja del Capital Autorizado

Presentada por:

Pedro Balbin W. Melico Yugo

G.D. O.B y 1966

San Juan, P.R.

Tel.

Comentarios:

Fecha Radicado: 21/6/50

Hora: 3:51 P.M.
CERTIFICATE OF INCORPORATION
OF
BELLA VISTA POLICLINIC, INC.

THE UNDERSIGNED INCORPORATORS, in order to form a nonprofit Corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the Commonwealth of Puerto Rico,

DO HEREBY CERTIFY:

I

The name of this Corporation is BELLA VISTA POLICLINIC, INC.

II

This Corporation is a nonprofit organization organized and operated exclusively for charitable, religious, scientific and educational purposes. The specific purposes of this Corporation are to further the medical ministry of the Seventh-day Adventist Church and "to make man whole" physically, mentally and spiritually. The Corporation may pursue these purposes as follows:

(A) To build, erect, establish, maintain, equip, manage and operate medical clinics, and to furnish medical and surgical attendance in any form in the care of the sick, afflicted, infirm or injured persons and
generally to do anything and everything necessary, expedient, or incidental to the operation of a medical clinic in all its phases.

(B) To educate and train physicians, nurses and/or technicians;

(C) To establish and maintain community educational programs;

(D) To promote medical science;

(E) To establish and maintain subsidiary organizations to carry on these purposes and such other purposes incidental and kindred to those above mentioned;

(F) To participate in any activity designed to promote the general health of the community;

(G) To receive contributions for the support, in whole or in part, of the Corporation, and/or pay them to organizations that are described in Section 501(c)(3) and exempt from taxation under Section 501(a) under the U.S. Internal Revenue Code and Section 101 under the Puerto Rico Income Tax Act, or corresponding sections of any future federal and/or Puerto Rico tax code;

(H) As a mean of accomplishing the foregoing purposes, carry on any other lawful activity which the Corporation may deem necessary or expedient for the administration of the affairs of the Corporation.
III

The address of the Corporation's principal office within the Commonwealth of Puerto Rico is located at Bella Vista Policlinic, 85 (West) Méndez-Vigo Street, Mayaguez, Puerto Rico 00708. The name of the Corporation's resident agent at such address is Víctor Prosper.

IV

The Corporation shall be a membership Corporation and shall have no authority to issue capital stock. The authorized number and qualification of members of this Corporation and the rights and privileges of members shall be as set forth in the Bylaws. No member may vote or act by proxy.

V

The affairs and business of this Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the Bylaws. No director may vote or act by proxy.

VI

No member of this Corporation, member of the Board of Directors, officer or agent shall be personally liable for the
payment of the debts of this Corporation except as such member, director, officer or agent may be liable by reason of his own conduct or acts.

VII

The Corporation is not organized nor shall it be operated for pecuniary gain or profit. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable, religious, scientific and educational purposes and no part of the profits or any income of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private shareholder or individual.

No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation nor shall this Corporation participate in or intervene in, including the publishing or the distributing of statements, any political campaign on behalf of any candidate for political office.

VIII

Upon the winding up and dissolution of this Corporation after paying or adequately providing for the debts and obligations of this Corporation, the remaining assets of this Corporation shall be distributed to the Bella Vista Healthcare
Certificate of Incorporation of Bella Vista Policlinic, Inc.

System, Inc., a nonprofit organization organized pursuant to the laws of the Commonwealth of Puerto Rico. If the Bella Vista Healthcare System, Inc. is not then in existence, the Board of Directors shall dispose of all the assets of the Corporation by transferring the assets to the Antillian Union Conference of Seventh-day Adventists or to such other organization or organizations as are organized exclusively for such purposes.

IX

The name and mailing address of the incorporators are:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
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</thead>
<tbody>
<tr>
<td>CAMI B. CRUZ</td>
<td>1188 Verona Street</td>
</tr>
<tr>
<td></td>
<td>Villa Capri</td>
</tr>
<tr>
<td></td>
<td>Río Piedras, PR 00924</td>
</tr>
<tr>
<td>LARRY HABENICHT</td>
<td>Bella Vista Policlinic</td>
</tr>
<tr>
<td></td>
<td>85 (West) Méndez Vigo Street</td>
</tr>
<tr>
<td></td>
<td>Mayaguez, Puerto Rico 00706</td>
</tr>
<tr>
<td>NEMUEL O. ARTILES</td>
<td>Bella Vista Hospital</td>
</tr>
<tr>
<td></td>
<td>Insular Road Number 349</td>
</tr>
<tr>
<td></td>
<td>Kilometer 2.9</td>
</tr>
<tr>
<td></td>
<td>Cerro Las Mesas Ward</td>
</tr>
<tr>
<td></td>
<td>Mayaguez, Puerto Rico 00706</td>
</tr>
</tbody>
</table>
The Corporation is to have perpetual existence.

XI

The number of directors of the Corporation shall be fixed by, or in the manner provided in the Bylaws, but in no case shall the number be less than three. The directors need not to be members of the Corporation. Election of directors need not be by ballot unless the Bylaws so require. Meetings of the Board of Directors may be held at such place or places within or without the Commonwealth of Puerto Rico as shall be specified in the respective notices thereof or in the respective waivers of notice thereof signed by all the directors of the Corporation at the time in office.

XII

In furtherance and not in limitation of the powers conferred by the laws of Puerto Rico, the Board of Directors is expressly authorized:

1. To make, alter or repeal the Bylaws of the Corporation, subject to the authority of the members to alter or repeal the Bylaws made by the Board.

2. To authorize and issue obligations of the Corporation, and to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
3. To set apart out of any of the funds of the Corporation a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

4. By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which to the extent provided in the resolution or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

5. To establish pension, thrift, and other types of deferred or non-deferred compensation incentive plans for the officers and employees of the Corporation or of any affiliated corporation.

6. To exercise all the powers of the Corporation, except those conferred by law, or by this Certificate of Incorporation or by the Bylaws, upon the members.
Directors may be removed, with or without cause, at any time, by either:

a. The vote of the majority of the members of the Corporation entitled to vote and present in person at any meeting of members called for that purpose, or

b. An instrument or instrument in writing addressed to the Board of Directors directing such removal and signed by a majority of the members of the Corporation entitled to vote; and thereupon the term of each such director who shall be so removed shall terminate.

Meeting of members may be held outside the Commonwealth of Puerto Rico, if the Bylaws so provide.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed, by statute, and all rights conferred upon members herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the General Corporation Law of
the Commonwealth of Puerto Rico, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 19th day of June, 1990.

[Signatures]

AFFIDAVIT NO.: 1353

Sworn to and subscribed before me this 19th day of June, 1990, at Mayaguez, Puerto Rico, by CAMI B. CRUZ, of legal age, married, President of Antillian Union Conference of Seventh-day Adventists, and resident of Río Piedras, Puerto Rico; LARRY HABENICHT, of legal age, married, medical staff director, and resident of Mayaguez, Puerto Rico; and NEMUEL O. ARTILES, of legal age, married, hospital administrator, and resident of Mayaguez, Puerto Rico, all of the incorporators who signed the foregoing Certificate of Incorporation, known to me personally to be such, and I having
Certificate of Incorporation of Bella Vista Polyclinic, Inc.

first made known to them the contents thereof, they did each swear and acknowledge that they executed and signed the same as their voluntary act and deed and that the facts therein stated are truly set forth.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my official seal the day and year last above written.

[Signature]

Puerto Rico
NOTARY PUBLIC
June 20, 1990

BY HAND

Department of State
Corporate Division
Old San Juan, Puerto Rico

RE: BELLA VISTA POLICLINIC INC.
Our File No. 5501

Dear Sir (Madam):

Enclosed is Certificate of Incorporation of the above-referenced not-for-profit Corporation and payment receipt ("Recibo de Pago") in the amount of $4.00, covering the filing fees and the issuance of the Certificate of Existence.

If you have any questions regarding the enclosed document, please do not hesitate to contact me.

Please acknowledge receipt of this letter by date stamping the copy thereof and returning the same to its bearer.

Cordially,

[Signature]

Rubén M. Medina Lugo

/iog

Enclosure

xc: Mr. Cami B. Cruz
Mr. Nemuel O. Artiles
Richard W. Johns, Esq.