

# Commonwealth of Puerto Rico

Traspaso del Hospital a  
la comunidad



## Department of State

I, MARIA A. SUAREZ, Acting Assistant Secretary of State of the  
Commonwealth of-----

Puerto Rico Do Hereby Certify. That from the records of  
this Department it appears that-----

-----HOSPITAL GENERAL DE CASTAÑER, INC.-----  
is a non-profit corporation organized under the laws of  
Puerto Rico. on August 13, 1975 at 1:10 p.m., file number 8030.-

In Witness Whereof I have hereunto  
set my hand and affixed the Great  
Seal of the Commonwealth of Puerto  
Rico, at the City of San Juan, this

---twentieth---day of-----August-----,

A. D. nineteen hundred and ~~sixty~~

---seventy-five.-----



*Maria A. Suarez*

Maria A. Suarez

Acting Assistant Secretary of State



CERTIFICATE OF INCORPORATION  
OF  
HOSPITAL GENERAL DE CASTAÑER, INC.



WE, the undersigned, for the purpose of establishing a corporation not for profit in accordance with the provisions of the General Corporation Law for the Commonwealth of Puerto Rico, Act Number 6 of the Legislature of Puerto Rico, approved January 9, 1956, as supplemented and amended, do hereby CERTIFY:

*R.F.D.*  
*a.s.m.v.*  
*H.B.B.*  
*E.L.P.*  
*B.B.*  
*R.S.*  
*J.M.*  
*K.D.*  
*B.M.E.*  
*J.*  
*H.L.M.*  
FIRST: The name of this corporation is:

HOSPITAL GENERAL DE CASTAÑER, INC.

SECOND: Its principal office in the Commonwealth of Puerto Rico is to be located at Highway Number 135 from Lares to Adjuntas, Kilometer 62.4, Lares, Puerto Rico, and the resident agent in charge is Mr. Ellis J. Shenk.

THIRD: The Corporation is organized NOT FOR PROFIT and shall be operated exclusively for scientific, educational and/or research purposes. Among the objects or purposes to be transacted, promoted and carried on exclusively for scientific, educational and/or research purposes are:

To establish, maintain and manage a hospital for the care of persons suffering from any illnesses or disabilities which require that the patients receive hospital care.

To establish, maintain and operate such other facilities related to the hospital previously indicated, which will foster and improve the health and welfare of those patients and their families who may seek the services of the institution.

To carry on any educational activities related to rendering care to the sick and injured or the promotion of health which, in the opinion of the Board of Directors, may be justified by the

facilities, personnel, funds or other requirements that are or can be made available.

To promote and carry on scientific research related to the care of the sick and injured insofar as, in the opinion of the Board of Directors, such research can be carried on in, or in connection with, the hospital.

To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community.

To solicit and accept funds from persons, trusts, associations, corporations and government agencies, and other entities, for use in carrying out the foregoing purposes; and to administer such funds in trust or upon such other conditions as may be imposed by the donors.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein set forth; and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the Corporation.

In furtherance of these purposes the Corporation may promote, establish, conduct and maintain activities on its own behalf or it may contribute to or otherwise assist other corporation, organizations and institutions carrying on such activities or any thereof, tax exempt under federal and insular laws; and for such purposes it may solicit and receive funds and other property, real, personal, and mixed, and interests therein, by gift, transfer, devise or bequest, and invest, reinvest, hold, manage, administer, expend and apply such funds and property, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest.

No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director,

or officer of the Corporation or any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation.

*L.F.V.*  
*C.S.M.V.*  
*A.C.B.*  
*E.L.P.*  
*J.S.R.*  
*M.C.*  
*J.P.S.*  
*J.R.S.P.*  
*B.N.C.*  
*Q.7*  
*J.H.Lu.*

This corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as a corporation described in section 101(6) of the Income Tax Act of Puerto Rico, and section 501(a)(3) of the Internal Revenue Code of the United States, contributions to which are deductible for federal income tax purposes.

The foregoing clauses shall be construed as powers as well as objects and purposes and the matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the Corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The Corporation shall possess, exercise and enjoy all of the rights, privileges and powers granted to or conferred upon corporations by the laws of the Commonwealth of Puerto Rico, as well as by any and all laws amendatory thereof or supplemental thereto which may be

hereafter enacted, and the foregoing enumeration of specific powers is not intended to be exclusive of, or to be a waiver of, any of the powers, rights or privileges granted or conferred by said laws now or hereafter in force.

*C. C. N.*  
*C. L. M. D.*  
*H. C. B.*  
*E. L. P.*  
*J. B. R.*  
*M. C. L.*  
*J. R. S.*  
*J. M. P.*  
*J. R. S. V.*  
*B. M. C.*  
*Q. 7*  
*J. R. R.*

FOURTH: This Corporation will not have authority to issue capital stock. The conditions of membership shall be as stated in the By-Laws of the Corporation.

FIFTH: The names and place of residence of each of the incorporators are as follows:

Clodomiro Crespo Vélez  
Apartado R  
Castañer, P. R. 00631

John Forbes  
San Alfonso 1391  
Urb. Altamesa  
Río Piedras, P.R.  
00921

Angel Samuel Medina Vélez  
Apartado 105  
Castañer, P. R. 00631

Guillermo Encarnación Betancourt  
Apartado 34  
Castañer, P. R. 00631

Jorge A. Rivera Vélez  
Apartado 83  
Castañer, P. R. 00631

Emilio Sella Pérez  
Apartado 136  
Adjuntas, P. R. 00601

Juan Garrastegui Rivera  
Calle 2 #13, Urb. San Joaquín  
Adjuntas, P. R. 00601

María C. Ripoll  
Apartado 402  
Adjuntas, P. R. 00601

Lucas Ramirez González  
Bartolo Station  
Castañer, P. R. 00601

Tomás Mercado Estremera  
Buzón 58  
Yauco, P. R. 00768

José Ramón Serrano Vera  
Apartado 122  
Castañer, P. R. 00631

B. Merle Crouse  
Box 296  
St. Cloud, Florida 32769



SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The private property of the members or directors shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: The total authorized number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than eleven. In case of any vacancy or any newly-created directorship shall be filled in the manner provided in the By-Laws. Directors need not be members. Elections of directors need not be by ballot, unless otherwise provided in the By-Laws. A majority of the total authorized number of directors shall constitute a quorum for the transaction of business.

NINTH: In furtherance and not in limitations of the powers conferred by law, The Board of Directors is expressly authorized:

To possess and exercise all of the powers of the members of the Corporation during the intervals between the meetings of the members, and to manage the business and affairs of the Corporation, except as to such matters which the members have, by resolution, expressly reserved for them. The Board of Directors shall keep full and fair records and accounts of its proceedings and transactions. All actions by the Board of Directors shall be reported to the members of the Corporation at their meeting next succeeding such action and shall be subject to revision and alteration by the members of the Corporation; provided that no rights of third parties shall be affected by any such revision or alteration.

By resolution passed by a majority of the directors, then in office, to designate one or more committees, each committee to consist of two or more of the directors and/or members of the Corporation, which, to the extent provided in the resolution or in



the By-Laws 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 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 By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

To remove at any time, with or without cause, any officer elected or appointed by the Board of Directors, but only by an affirmative vote of a majority of the Directors then in office; and to remove at any time, with or without cause, any other officer or employee of the Corporation, or to confer such power on any committee or officer.

TENTH: In the event of termination, dissolution or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 101(6) of the Income Tax Act of Puerto Rico and section 501(a)(3) of the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, we do make and file this certificate and do solemnly swear that the facts herein stated are true.

Dated at Lares, Puerto Rico, this 16th day of May, 1975.

Adoniram Lopez Vilela  
Angel L. Medina Velez  
Guillermo Encarnacion Betancourt  
Eniter Saldaña Ruiz  
Jesús Garza Aguirre Rivera  
Ana Chipres  
José María Ferrer  
José Mercado  
José Ramón Benítez de la  
R. Heriberto Crouse  
John F. Faler



Affidavit Number: 2,558 (copy)

Sworn to and subscribed before me by Mister Clodomiro Crespo Vélez, of full age, married, a minister and a resident of Lares, Puerto Rico; Mister Angel Samuel Medina Vélez, of full age, single, businessman and a resident of Lares, Puerto Rico; Mister Guillermo Encarnación Betancourt, of full age, married, a minister and a resident of Lares, Puerto Rico; Mister Jorge A. Rivera Vélez, of full age, married, a teacher and a resident of Lares, Puerto Rico; Mister Emilio Sella Pérez, of full age, married, a minister and a resident of Adjuntas, Puerto Rico; Mister Juan Carrastegui Rivera, of full age, married, retired and a resident of Adjuntas, Puerto Rico; Miss María C. Ripoll, of full age, single, employed and a resident of Adjuntas, Puerto Rico; Mister Lucas Ramírez González, of full age, married, a farmer and a resident of Lares, Puerto Rico; Mister Tomás Mercado Estremera, of full age, married, employed and a resident of Maricao, Puerto Rico; Mister José Ramón Serrano Vera, of full age, married, a farmer and a resident of Yauco, Puerto Rico; Mister B. Merle Crouse, of full age, married, a minister and a resident of Florida, United States of America; and Mister John Forbes, of full age, married, employed and a resident of San Juan, Puerto Rico, all personally known to me. In Lares, Puerto Rico, this 16<sup>th</sup> day of May, 1975.



Francisco A. Colon Cruz  
NOTARY PUBLIC