

**OFFICE OF THE COUNTY ATTORNEY
CITRUS COUNTY**

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Reply to:

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June 6, 2000

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Nature Coast Emergency Medical Foundation, Inc.

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Nature Coast Emergency Medical Foundation, Inc. Also enclosed is County Warrant Number 166563 in the amount of \$88.50 for the filing fee, certified copy and a Certificate of Status.

Thank you for your assistance in this matter.

Cordially,

Larry M. Haag
Larry M. Haag /cac
County Attorney

LMH:cac

Enclosures (2)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
NATURE COAST EMERGENCY MEDICAL FOUNDATION, INC.
(A Florida Non-Profit Corporation)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons acting as Incorporators of a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE I -- NAME

The name of this Corporation shall be NATURE COAST EMERGENCY MEDICAL FOUNDATION, INC.; (hereinafter referred to as the Foundation) which shall have its principal office at 3600 West Sovereign Path, Suite 267, Lecanto, Florida 34461.

ARTICLE II -- PURPOSE

1. The general nature and object of the Foundation shall be to provide emergency medical services within Citrus County, Florida, in a manner which shall not be inconsistent with the provisions of Chapter 401 of the Florida Statutes, and of the rules, regulations and procedures which may from time-to-time be established by the Department of Health; and in connection therewith, to acquire, employ, establish, conduct, manage and otherwise operate vehicles or other facilities of any nature which shall be necessary or desirable for the rendition of emergency medical services in Citrus County, Florida. Prior to the rendition of any such service, the Foundation shall comply with all applicable laws of the State of Florida, and rules and regulations established by administrative agencies of the State and by the County of Citrus. Consistent with the provisions of Section 401.46, Florida Statutes, the Foundation shall employ or contract with a Medical Director as provided therein.

2. In addition, to the extent not inconsistent with the general purposes of the Foundation, it shall have the power to operate vehicles in the transporting of persons to and from medical facilities.

3. In conjunction with the general nature and object of the Foundation to provide emergency medical services to the citizens of Citrus County, Florida, the Foundation shall establish and maintain a communications facility/system and provide communication services with the Citrus County Sheriff's Emergency Operations Center.

ARTICLE III -- LIMITATIONS

The Foundation shall be governed by and shall enjoy all of the powers and authority conferred under the provisions of the Florida laws relating generally to corporations not-for-profit. In exercising any of its said powers this corporation shall do so only in furtherance of the exempt purpose for which it has been organized as described in Section 501(C)(3) of the Internal Revenue Code. No shares of stock or certificates of participation shall be issued by the Foundation. No dividends or other distribution of the income or profits of the Foundation shall be made to its members, directors or officers. The Foundation may pay reasonable compensation to its members, directors and officers for services rendered as an employee, consultant or in a capacity other than as a member of the Board of Directors and may confer benefits upon its members in conformity with the purposes of the Foundation. Notwithstanding any other provisions of these Articles, the purpose for which this Foundation is organized is exclusively charitable within the meaning of Section 501(C)(3) of the Internal Revenue Code.

ARTICLE IV -- MEMBERSHIP

The Foundation shall not have members.

ARTICLE V -- TERM

This Corporation shall have perpetual existence.

ARTICLE VI – REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation is 3600 West Sovereign Path, Suite 267, Lecanto, Florida 34461. The name of its initial registered agent at such address is Richard Wm. Wesch, Esquire.

ARTICLE VII -- DIRECTORS

The property, affairs, activities and management of the Foundation shall be vested in a Board of Directors consisting of not less than three (3) members or more than fifteen (15) members. The number may from time to time be increased as prescribed in the By-Laws of the Foundation. The manner of selection of members of the Board of Directors of the corporation shall be as established in the By-Laws.

The Board of Directors named in this Certificate of Incorporation are the first Board of Directors and shall hold office until the first meeting of members to be held on July 5, 2000, at 2:00 P.M. at the New Lecanto Government Building, 3600 West Sovereign Path, Room 280, Lecanto, Florida 34461 at which time an election of the Board of Directors shall be held.

Board of Directors elected at the first annual meeting and at all times thereafter shall serve for a term of one (1) year until the second annual meeting of members following the election of the Board of Directors and until the qualification of the successors in office. Annual meetings shall be held at 2:00 P.M. on the first Wednesday in July of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by Resolution. All meetings shall be held within Citrus County and in a place open to the public.

All meetings held and all actions taken by the Board of Directors (Executive Committee) shall be noticed and open to the public in conformance with Chapter

286.011, Florida Statutes, (Florida Sunshine Law). All records of the Foundation shall be open to the public in accordance with Chapter 119, Florida Statutes, provided, however, those records pertaining to patients or other medical records deemed confidential by Florida law shall not be open to public inspection.

The names and addresses of each of the persons who are to serve on the initial Board of Directors are as follows:

Charles A. Blasband, Chief Executive Officer
Citrus Memorial Hospital
502 W. Highland Boulevard
Inverness, FL 34450

Don McKenna, Chief Executive Officer
Seven Rivers Community Hospital
6201 N. Suncoast Blvd.
Crystal River, FL 34429

Joseph Elizarde, Police Chief
City of Inverness
401 N. Apopka Avenue
Inverness, FL 34450

Jim Farley, Police Chief
City of Crystal River
123 N.W. Highway 19
Crystal River, FL 34429

Dr. C. Joseph Bennett, Jr.
605 West Highland Avenue
Inverness, FL 34450

Lawrence Griffiths
2752 W. Sunrise Street
Lecanto, FL 34461

Sheriff Jeff Dawsey
Citrus County Sheriff's Office
1 South Park Avenue
Inverness, FL 34450-4994

(Representative/general public)

(Representative/general public)

ARTICLE VIII -- INCORPORATORS

The names and street addresses for each Incorporator are as follows:

Richard Wm. Wesch, Assistant County Administrator
3600 West Sovereign Path, Suite 267
Lecanto, FL 34461

Larry M. Haag, County Attorney
111 West Main Street, Third Floor
Inverness, FL 34450

Charles Poliseno, Director, Public Safety Department
285 S. Kensington Avenue
Lecanto, FL 34461

ARTICLE IX -- OFFICERS

The Board of Directors shall elect the following officers:

President
Vice President
Treasurer
Secretary

and such officers as the By-Laws of this corporation may authorize and the Board of Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as the corporate officers:

Sheriff Jeff Dawsy, President
Charles A. Blasband, Vice President,
Don McKenna, Secretary
Joseph Elizarde, Treasurer

ARTICLE X -- AMENDMENTS

The By-Laws of the Foundation in these Articles of Incorporation may be amended by two-thirds (2/3) vote of the members present and voting at a Regular or Special Meeting, providing there is a quorum of at least a simple majority of the members of record of the Foundation present in person and voting at such meeting. Amendments may be proposed by the Executive Committee, or by petition signed by at least 15% of the members of the Foundation. A statement of any proposed Amendment shall accompany the Notice of any Regular or Special Meeting at which such Amendment shall be voted upon and said Notice shall be mailed not less than twenty (20) days prior to such meeting.

ARTICLE XI -- DISSOLUTION

1. **Manner.** The Foundation may be dissolved by a three-fourths (3/4) vote of those members present, but not less than 75% of the membership as a quorum, and voting at any meeting called for such purpose, notice thereof to be given as provided in the By-Laws.

2. **Distribution of Assets.** In the event of dissolution of the Foundation no member, officer, or director shall be entitled to or receive, either directly or indirectly, any distribution of the assets of the Foundation, and the balance of all assets remaining after payment of all debts, expenses and obligations of the Foundation shall be turned over to one or more organizations which themselves are exempt organizations described in Sections 501(C)(3) and 170(C)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal Government, or to a state or local government for a public purpose. All ambulances

WE, the undersigned, being the incorporators of this corporation, for the purposes of forming this not-for-profit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 5 day of June, 2000, a natural person competent to contract, for the uses and purposes hereinabove described, have set our hands and seals this 5 day of June 2000.

"INCORPORATORS

BY: Richard Wm. Wesch
Richard Wm. Wesch, Esquire
Assistant County Administrator

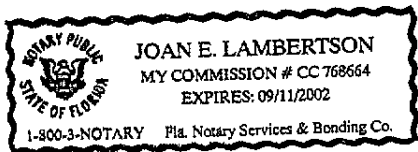
BY: Larry M. Haag
Larry M. Haag,
County Attorney

BY: Charles Poliseo
Charles Poliseo, Director
Department of Public Safety

State of Florida)
County of Citrus)

On this day personally appeared before me, the undersigned officer, duly authorized by the laws of the State of Florida to take acknowledgments, Richard Wm. Wesch, Esquire, Assistant County Administrator, and he then and there acknowledged before me that he executed the above and foregoing ARTICLES OF INCORPORATION in his capacity as Incorporator of said Foundation for the purposes therein indicated.

5th WITNESS MY HAND and official seal at Inverness, Citrus County, Florida, this day of June, 2000.



BY: Joan E. Lambertson
Notary Public, State of Florida
Printed Name: JOAN E. LAMBERTSON
Commission No.: 768664
Expiration Date: 09-11-02

State of Florida)
County of Citrus)

On this day personally appeared before me, the undersigned officer, duly authorized by the laws of the State of Florida to take acknowledgments, Larry M. Haag, Assistant County Attorney, and he then and there acknowledged before me that he executed the above and foregoing ARTICLES OF INCORPORATION in his capacity as Incorporator of said Foundation for the purposes therein indicated.

WITNESS MY HAND and official seal at Inverness, Citrus County, Florida, this 25th day of May, 2000.



Cheryl A. Clamer
Commission # CC 813001
Expires Apr. 2, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

BY: Cheryl A. Clamer
Notary Public, State of Florida
Printed Name: Cheryl A. Clamer
Commission No.: CC 813001
Expiration Date: April 2, 2003

State of Florida)
County of Citrus)

On this day personally appeared before me, the undersigned officer, duly authorized by the laws of the State of Florida to take acknowledgments, Charles Polisenno, Director, Public Safety Department, and he then and there acknowledged before me that he executed the above and foregoing ARTICLES OF INCORPORATION in his capacity as Incorporator of said Foundation for the purposes therein indicated.

WITNESS MY HAND and official seal at Inverness, Citrus County, Florida, this 25th day of May, 2000.



Cheryl A. Clamer
Commission # CC 813001
Expires Apr. 2, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

BY: Cheryl A. Clamer
Notary Public, State of Florida
Printed Name: Cheryl A. Clamer
Commission No.: CC 813001
Expiration Date: April 2, 2003

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and am familiar with and accept the obligations of this position.

BY: *Richard Wm. Wesch*
RICHARD Wm. WESCH, ESQUIRE

Date: 6-5-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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