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FLORIDA NON-PROFIT CORPORATION

The Friends of Volunteers in Medicine Clinic, Inc.

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**ARTICLES OF INCORPORATION
OF
THE FRIENDS OF VOLUNTEERS IN MEDICINE CLINIC, INC.**

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes (1999) and do certify as follows:

**ARTICLE I
NAME**

The name of this corporation is THE FRIENDS OF VOLUNTEERS IN MEDICINE CLINIC, INC. The corporation is sometimes referred to herein as the "Corporation".

**ARTICLE II
DEFINITIONS**

All terms used herein are to have the same meaning as said terms have in the By-Laws of the Corporation and any amendments thereto, subject to definitions set forth in Florida law.

**ARTICLE III
PRINCIPAL OFFICE AND AGENT**

The principal place of business and initial registered office of the Corporation is: 417 Balboa Avenue, Stuart, Florida 34994. The registered agent of the Corporation at that address is: Dorothea Glass, M.D.

**ARTICLE IV
OBJECTS, PURPOSES AND POWERS**

Section 1. The purpose of the corporation is to support, assist and enable the "Volunteers in Medicine Clinic" program in Martin County, Florida, or similar or substitute programs; to support, assist and enable the delivery of medical care to indigent or needy persons in Martin County, Florida; to engage in any other activity which further these purposes or are ancillary or incident thereof; and to engage in other activities permitted for charitable organizations under the laws of the State of Florida, any other state and the United States.

Section 2. The purposes for which the corporation is organized are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Prepared by:
Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, FL 34994
(561) 287-2600
Fla. Bar No.: 250414

FAX AUDIT NUMBER: H00000063103 6

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 4. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the State Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 5. The corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE V
MAILING ADDRESS

The mailing address of the Corporation is: 417 Balboa Avenue, Stuart, Florida 34994.

ARTICLE VI
MEMBERS

Section 1. The Members of this Corporation shall consist of those persons who apply for membership on the forms and under the terms prescribed by the Board of Directors and who pay the prescribed dues (if any) as established by the Board of Directors from time to time.

Section 2. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner.

Section 3. Voting membership in this Corporation shall be restricted to those persons who are members of the Board of Directors of the Corporation.

ARTICLE VII
TERM

This Corporation shall exist perpetually.

ARTICLE VIII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) members. The Board of Directors shall be elected by the Members of the Corporation entitled to vote as provided in the By-Laws of the Corporation. The initial Board of Directors, who shall serve until the first election shall consist of four (4) members. The names and addresses of the first Board of Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Dorothea Glass, M.D.	417 Balboa Avenue Stuart, Florida 34994
Howard E. Voss, M.D.	417 Balboa Avenue Stuart, Florida 34994
Fred Carter, M.D.	417 Balboa Avenue Stuart, Florida 34994
Charles Cleaver	417 Balboa Avenue Stuart, Florida 34994

ARTICLE IX
OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

Dorothea Glass, M.D.	President
Howard E. Voss, M.D.	Vice President
Fred Carter, M.D.	Secretary
Charles Cleaver	Treasurer

ARTICLE X INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Corporation entitled to vote.

ARTICLE XII BY-LAWS

The Corporation shall adopt By-Laws governing the conduct of the affairs of the Corporation. The By-Laws shall be adopted, altered, amended, or rescinded as provided in the By-Laws by the affirmative vote of two-thirds (2/3) of the Members of the Corporation entitled to vote present at any annual or special meeting of the Members.

ARTICLE XIII
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Name:	Address:
Dorothea Glass, M.D.	417 Balboa Avenue Stuart, Florida 34994
Howard E. Voss, M.D.	417 Balboa Avenue Stuart, Florida 34994
Fred Carter, M.D.	417 Balboa Avenue Stuart, Florida 34994

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and caused these Articles of Incorporation to be executed this 17th day of NOVEMBER, 2000.

Dorothea Glass, M.D.
Dorothea Glass, M.D.

Howard E. Voss, M.D.
Howard E. Voss, M.D.

Fred Carter, M.D.
Fred Carter, M.D.

FAX AUDIT NUMBER: H00000063103 6

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 17 day of November, 2000 by Dorothea Glass, M.D. (PLEASE CHECK ONE OF THE FOLLOWING) who is personally known to me or who has produced _____ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) did or did not take an oath. She subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.



Elizabeth S. Zurich
MY COMMISSION # CC811604 EXPIRES
January 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

(SEAL)

Elizabeth S. Zurich
Elizabeth S. Zurich (Print Name)
NOTARY PUBLIC
My Commission Expires: 01/05/01

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 17 day of November, 2000 by Howard E. Voss, M.D. (PLEASE CHECK ONE OF THE FOLLOWING) who is personally known to me or who has produced _____ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) did or did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.



Elizabeth S. Zurich
MY COMMISSION # CC811604 EXPIRES
January 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

(SEAL)

Elizabeth S. Zurich
Elizabeth S. Zurich (Print Name)
NOTARY PUBLIC
My Commission Expires: 01/05/01

FAX AUDIT NUMBER: E00000063103 6

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 17 day of November, 2000 by Fred Carter, M.D. (PLEASE CHECK ONE OF THE FOLLOWING) [] who is personally known to me or [X] who has produced _____ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) [] did or [X] did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.




Elizabeth S. Zurich
MY COMMISSION # CC811804 EXPIRES
January 5, 2001
BONDED THRU TROY FARM INSURANCE, INC.

(SEAL)

Elizabeth S. Zurich
Elizabeth S. Zurich (Print Name)
NOTARY PUBLIC
My Commission Expires: 01/05/01

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, to-wit: THE FRIENDS OF VOLUNTEERS IN MEDICINE CLINIC, INC., at the place designated in the Articles of Incorporation, to-wit: 417 Balboa Avenue, Stuart, Florida 34994, I hereby state that I am familiar with and accept the obligations of that position, and I agree to comply with the provisions of the Florida Not For Profit Corporation Act relative to the registered office and my service as registered agent.


Dorothea Glass, M.D.

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