

N000000008094



January 30, 2001

Gina Bullock, Document Specialist
New Filing Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

000003632020--8
-02/05/01--01005--006
*****43.75 *****43.75


Re: Tampa Bay Alliance, Inc. - Document # N00000008094

Dear Ms. Bullock:

Attached please find our Article of Amendment submitted pursuant to Section 617.1006, Florida Statutes. Our check for \$43.75 is enclosed in payment of the fee for filing this Amendment (\$35) and for one certified copy (less than 8 pages, \$8.75).

The Amended Articles of Incorporation are enclosed.

Sincerely,


Philip Sheesley
Registered Agent

C: Ira Mandel, M.D.
Barbara Orban, Ph.D.

w/Attachment, w/o Enclosure
w/Attachment, w/o Enclosure

FILED
01 FEB -2 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

S. PAYNE FEB 2 - 2001

ARTICLES OF AMENDMENT

FILED

to

01 FEB -2 PM 1:07

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

TAMPA BAY ALLIANCE, INC.

(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Remove the word "Religious" from Article #Third, third paragraph, first line, such that the first sentence of that paragraph now begins, "Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, to wit...."

Delete from Article #Sixth, the name of "Barbara Orban, PhD, 13201 Bruce B. Downs Blvd., MDC 56, Tampa, FL 33612" as a director.

SECOND: The date of adoption of the amendment(s) was: January 16, 2001

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

TAMPA BAY ALLIANCE, INC.

(Corporation Name)

Signature of Chairman, Vice Chairman, President or other officer

Ira G. Mandel, MD

Typed or printed name

President
Title

January 30, 2001
Date

ARTICLES OF INCORPORATION
OF
TAMPA BAY ALLIANCE, INC.

FIRST: The name of this corporation is Tampa Bay Alliance, Inc.

SECOND: Its registered office in the State of Florida is to be located at 6301 Memorial Highway, Suite 102, in the City of Tampa, County of Hillsborough 33615. The registered agent in charge thereof is Philip Sheesley at the same address.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis:

This is a nonstock, nonprofit corporation. The purpose of the corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under Chapter 617 of Florida Statutes.

Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, to wit:
Providing guidance and support to Tampa Bay healthcare organizations, practitioners and the public, in the areas of healthcare education, financial support of the medically indigent, evaluation of the safety of practice outcomes of individual and organizational healthcare providers and assurance of the health and welfare of the Tampa Bay community.

FOURTH: The corporation shall not have any capital stock and the conditions of membership shall be stated in the Bylaws.

FIFTH: The name and mailing address of the incorporator is:

Ira G. Mandel, MD, 6301 Memorial Highway, Suite 102, Tampa, FL 33615.

SIXTH: The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name(s) and mailing address(es) of the

persons who are to serve as director(s) until their successors are elected are as follows:

Ira G. Mandel, MD
6301 Memorial Highway
Suite 102
Tampa, FL 33615

Philip Sheesley
6301 Memorial Highway
Suite 102
Tampa, FL 33615

Adam Smith
401 E. Jackson Street
Suite 2100
Tampa, FL 33601

Elizabeth Rugg
9800 4th St. N., Suite 206
St. Petersburg, FL 33701

SEVENTH: The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than eight. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and 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. The directors of the corporation may, if the Bylaws so provide, be classified as to term of office. The corporation may elect such officers as by Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

EIGHTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

NINTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the

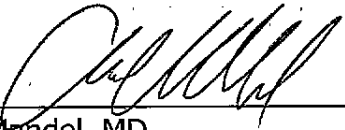
purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of by the Court of Common Pleas of 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 designated purposes.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

ELEVENTH: Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.


I, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a nonprofit corporation pursuant to Chapter 617 of the Florida Statutes, do make this certificate, hereby declaring and

certifying that the facts herein stated are true, and accordingly have hereunto
set my hand this 22nd Day of January A.D. 2001.



Ira G. Mandel, MD (Signature of Incorporator)

By signature below, I, Philip Sheesley, state that I am familiar with the
duties and responsibilities as Registered Agent and hereby accept the same.



Philip Sheesley (Signature of Registered Agent)