

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Women in Thoracic Surgery Inc

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF WOMEN IN THORACIC SURGERY, INC.

The undersigned, A. J. CARPENTER, M.D. and LORRAINE J. RUBIS, M.D., hereby organize a charitable corporation under the provisions of Chapter 617 of the Florida Statutes and all acts amendatory thereto, and to that end, certify as follows:

ARTICLE I

NAME

The name of the Corporation is WOMEN IN THORACIC SURGERY, INC.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSES

1. Permitted Activities. The corporation is organized exclusively for charitable, educational, and scientific purposes, and specifically to enhance the quality care provided to patients of the members by professional development of the members through an educational program for the members, and through mentoring of newly trained women in the field. The Corporation shall have any and all lawful powers provided in Florida Statutes that are not in conflict with these Articles. This Corporation shall further be empowered to do all and everything necessary and proper for the accomplishment of the objects enumerated herein or necessary or

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incidental to the specific powers and privileges which are, can be, or may be granted to corporations under the laws of the State of Florida.

2. Prohibited Activities. This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director, officer or other private person, 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 Third hereof.

a. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by:

(1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereinafter referred to as the "Code") or the corresponding provision of any future United States Internal Revenue Law, or

(2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

b. In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the corporation:

(1) Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.

(2) Carry on propaganda or to attempt to lobby or influence legislation.

(3) Intervene in any political campaign or to endorse any candidate for public office.

3. Private Foundation Requirements. If this corporation is ever determined to be a "private foundation" as defined in Section 509 (and during the period it remains a private foundation), this Corporation shall or shall not do the following:

a. It shall distribute, for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a).

b. It shall not engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code.

c. It shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

d. It shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code.

e. It shall not make any "taxable expenditures", as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

ARTICLE IV

DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future law, or to the Federal, State or local governments for exclusive public purposes as provided in Florida as provided in Florida Statutes, Section 617.1406.

ARTICLE V

DIRECTORS

The affairs of the corporation are to be managed by the Board of Directors. There shall be a minimum of three (3) and a maximum of seven (7) members of the Board of Directors of the Corporation until the number of Directors is changed by the affirmative vote of the Directors as provided in the By-Laws. They shall be elected in the manner provided in the By-Laws. The Directors shall serve for staggered two (2) year terms with at least two (2) Directors having terms expiring on different years from the remaining Directors. The names and addresses of the persons who are to serve as Directors until the first election thereof and their initial terms of office are as follows :

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
A. J. Carpenter, M.D.	29019 Angel Fire Dr. Fair Oaks Ranch, TX 78015	Four (4) years
Carolyn Dresler, M.D.	19 Woodland Road Mount Tabor, NJ 07878	Two (2) years
Lorraine J. Rubis, M.D.	106-4 th Street East St. Petersburg, FL 33715	Four (4) years
Leslie Kohman, M.D.	SUNY, Department of Surgery University Hospital 750 East Adams Street Syracuse, NY 13210	Three (3) years
Carolyn Reed, M.D.	39 Broughton Road Charleston, SC 29407	Three (3) years
Mercedes Dullum, M.D.	106 Irving Street N.W. Suite 316 Washington, D.C. 20010	Two (2) years

ARTICLE VI

OFFICERS

The officers of the Corporation shall consist of President, Vice President, Secretary-Treasurer. Their manner of election and duties will be set forth in the By-Laws. The names and offices of the persons who are to serve as officers until the first election under the By-Laws are as follows:

<u>NAME</u>	<u>OFFICE</u>
A. J. Carpenter, M.D.	President
Carolyn Dresler, M.D.	Vice-President
Lorraine J. Rubis, M.D.	Secretary-Treasurer

ARTICLE VII

MEMBERS

The Corporation shall have members consisting of women physicians holding the M.D. or D.O. degrees, or their international equivalent, and whose primary interest is thoracic surgery. Categories of membership are set forth in the By-Laws.

ARTICLE VIII

BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the Executive Committee of membership as defined in the By-Laws, with approval by the majority of members attending the annual WTS business meeting.

ARTICLE IX

AMENDMENTS TO ARTICLES

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors as specified under the laws of Florida.

ARTICLE X

PRINCIPAL OFFICE AND REGISTERED AGENT/OFFICE

The principal office of the corporation shall be located at Harris, Barrett, Mann & Dew LLP, 811-B Cypress Village Boulevard, Ruskin, FL 33573 (813)633-3396 until such time that a permanent office be established.

The name and street address of the initial registered agent of the corporation in the State of Florida is: LORRAINE J. RUBIS, M.D., 106-4th Street East, St. Petersburg, FL 33715. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE X

INCORPORATORS

The names and residence addresses of the incorporators of the Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
A. J. Carpenter, M.D.	29019 Angel Fire Dr. Fair Oaks Ranch, TX 78015
Lorraine J. Rubis, M.D.	106-4 th Street East St. Petersburg, FL 33715

IN WITNESS WHEREOF, we have subscribed our names this 15 day of OCT, 2001.

A. J. Carpenter

A. J. CARPENTER, M.D., Incorporator

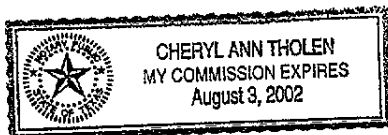
Lorraine J. Rubis MD

LORRAINE J. RUBIS, M.D., Incorporator

STATE OF TEXAS

COUNTY OF Bexar

The foregoing instrument was acknowledged before me this 15 day of Oct, 2001, by A. J. CARPENTER, M.D. who are personally known to me or who have produced Drivers Licenses as identification, and who did take an oath.



Cheryl Ann Tholen

Printed Name: Cheryl Ann Tholen

Notary Public

My Commission Expires: 3 August 2002

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24 day of Sept, 2001, by LORRAINE J. RUBIS, M.D. who are personally known to me or who have produced Drivers Licenses as identification, and who did take an oath.



Nicole Hawthorne

Printed Name: Nicole Hawthorne

Notary Public

My Commission Expires: April 5, 2003

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **WOMEN IN THORACIC SURGERY, INC.**
2. The name and address of the registered agent and office is:

Lorraine J. Rubis, M.D.
106-4th Street East
St. Petersburg, FL 33715

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

LORRAINE J. RUBIS, M.D.
Print Name: LORRAINE J. RUBIS, M.D.

9-24-01
Date

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