

**N03000001228**

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

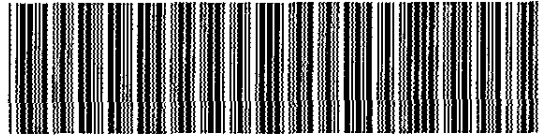
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



20001171242

02/11/03--01038--016 \*\*78.75

2003 FEB 11 AM 9:49

FILED

RECEIVED  
03 FEB 11 AM 11:24  
DIVISION OF CORPORATION

✓  
2/13/03  
10-4131  
WA

**CAPITAL CONNECTION, INC.**

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

**FILED**

2003 FEB 11 AM 9:49

STATE  
TALLAHASSEE FLORIDA

Sacred Heart Hospital on the  
Emerald Coast Guild, Inc.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by:

SR 2/11/03 10:41  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

**FILED**

2003 FEB 11 AM 9:49

February 12, 2003

CAPITAL CONNECTION, INC.

SUBJECT: SACRED HEART HOSPITAL ON THE EMERALD COAST GUILD,  
INC.  
Ref. Number: W03000004131

We have received your document for SACRED HEART HOSPITAL ON THE EMERALD COAST GUILD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filing Section

Letter Number: 703A00009385

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

RECEIVED  
FEB 12 11 31 AM '03  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

2/12/03

FILED

ARTICLES OF INCORPORATION

2003 FEB 11 AM 9:49

OF

SACRED HEART HOSPITAL ON THE EMERALD COAST GUILD, INC. IN STATE OF FLORIDA

ARTICLE I

Name and Principal Address: Registered Agent

The name of this corporation is Sacred Heart Hospital on the Emerald Coast Guild, Inc. The street address of the principal office of the corporation is 7800 U.S. Highway 98 West, Destin, Florida 32550.

The initial registered agent for the corporation shall be Karen O. Emmanuel, Sacred Heart Hospital of Pensacola, 5151 North Ninth Avenue, Pensacola, Florida 32504.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes. The corporation shall be without capital stock.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The general and specific purposes for which this corporation is formed are:

- a. For the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- b. To promote the charitable interest of Sacred Heart Hospital on the Emerald Coast through its volunteer member cooperation in such charitable activities within its scope.
- c. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise

dispose of the property and the income, principal and proceeds of the property.

- d. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act.
- e. To otherwise operate exclusively for charitable, religious and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code ("Code") in the course of which operation:
  - i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, 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 herein;
  - ii. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office except as authorized under the Code; and
  - iii. Notwithstanding any other provisions 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 Code, or (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Code.

#### ARTICLE V

##### Management of Corporate Affairs

- a. Board of Directors. The Board of Directors shall supervise, direct and manage the business affairs, property and funds of the Build. The Board shall exercise all of the powers of the Corporation subject to the limitations contained in the Corporation's Articles of Incorporation, Bylaws and applicable law. The powers of the Board shall include, but not be limited to the following:
  - i. Approve the incurrence of debt of the Corporation.
  - ii. Approve and recommend the financial plans and operating budgets for the Corporation.

- iii. Acquire by purchase, lease, exchange or otherwise, either absolutely or in trust, and own, use, develop, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of, and generally deal with, any real or personal property and rights and privileges therein, wheresoever situated, for any purposes in connection with the foregoing or in any way related thereto.
- iv. Receive donation, devises, bequests, legacies, gifts and other contributions in money or in property without limitation as to amount or value, except such limitation, if any, as may be specifically imposed by law, and employ the same for the furtherance and development of such one or more of the aforesaid purposes of the Corporation as the Directors shall in their absolute discretion from time to time determine and under such conditions as they may from time to time determine.
- v. The foregoing clauses shall be construed both as objects and powers and shall be deemed to be cumulative, and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Corporation and the enjoyment thereof as conferred by the laws of the State of Florida. The Corporation is formed upon the articles, conditions and provisions herein contained and is subject in all particulars to the limitations relative to non-stock and non-profit corporations contained in the general law of Florida. All of the powers hereinbefore granted to the Corporation are to be exercised solely for the charitable, healing, educational and religious purposes hereinabove specified, and none of the foregoing powers shall be exercised in any manner that would result in a violation of Section 501(c)(3) of the Code.

The Board of Directors shall consist of at least five (5) individuals, including the elected officers and a representative designated by Sacred Heart Hospital on the Emerald Coast. The directors shall be elected as prescribed in the Bylaws.

The President shall fill vacancies by appointment with approval of the Board.

- b. Officers. The officers of the Corporation shall consist of a president, president elect, one or more vice presidents, a secretary, a treasurer, and any other officers as may be provided for in the bylaws or by resolution of the Board of Directors. Each officer shall be elected by majority vote of the Board of Directors at such a time and in such a manner as may be prescribed by the Bylaws.

- c. Indemnification. The Corporation shall indemnify past or present directors and officers of the Corporation in accordance with and to the fullest extent permitted by the Florida Not For Profit Corporation Act and the Florida Business Corporation Act, insofar as applicable to a corporation not for profit under the Florida law as amended from time to time.

## ARTICLE VI

### Earnings and Activities of Corporation

- a. 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 IV hereof.
- b. No substantial part of the activities of the operation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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).
- d. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VII

### Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the

Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent 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 such Court shall determine which are organized and operated exclusively for such purposes.

#### ARTICLE VIII Membership and Dues

Any friend of the hospital, eighteen (18) years or over, with the exception of paid employees of Sacred Heart Hospital on the Emerald Coast, who will endeavor to further the purpose for which the Guild is formed, may become a member upon payment of annual dues.

There shall be the following types of members:

- a. Members who will pay dues annually in an amount determined by the Bylaws;
- b. Honorary members who have rendered outstanding service to the Guild or the hospital, whose name shall be approved by the Board. These members pay no dues.

The annual dues are payable in a manner as may be prescribed in the Bylaws.

#### ARTICLE IX Incorporators

The names and residence addresses of the incorporators of this corporation are as follows:

Jane Carron  
4370 Old Bayou Trail  
Destin, FL 32541

Irene Haliday  
1427 Baytowne Circle, East  
Sandestin, FL 32550

Jan Schutty  
3228 Bay Estates Drive  
Destin, FL 32550



ARTICLE X  
Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not-for-Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a Resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

ARTICLE XI  
Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII  
Registered Agent and Office

The address of the corporation's registered office shall be 5151 North Ninth Avenue, Pensacola, Florida, 32504, and the name of its registered agent at said address shall be Karen O. Emmanuel.


ARTICLE XIII  
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a Resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

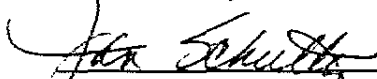
ARTICLE XIV  
Effective Date

These Articles of Incorporation shall become effective on February 12, 2003.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 24<sup>th</sup> day of January, 2003.

  
\_\_\_\_\_  
Jane Carron

  
\_\_\_\_\_  
Irene Haliday

  
\_\_\_\_\_  
Jan Schutty

STATE OF FLORIDA     )  
                                  )  
COUNTY OF WALTON    )

The foregoing instrument was acknowledged before me by: Jane Carron, Irene Haliday and Jan Schutty as incorporators on behalf of the corporation. They personally appeared before me and are personally known to me, or produced NA as identification, and who did not take an oath, this the 24th day of January, 2003.



Print Name: Karen O. Emmanuel

Notary Public, State and County  
Aforesaid

Commission No.: CC832900

My Commission Expires: May 3, 2003

(Affix Official Seal)

ACCEPTANCE OF REGISTERED AGENT

I, Karen O. Emmanuel, do hereby accept appointment as Registered Agent of Sacred Heart Hospital on the Emerald Coast Guild, Inc., a corporation organized not for profit under the laws of the State of Florida, and set of record my residence and address as follows:

Karen O. Emmanuel  
General Counsel  
Sacred Heart Hospital of Pensacola  
5151 North Ninth Avenue  
Pensacola, FL 32504

EXECUTED this 24<sup>th</sup> day of January, 2003.

  
\_\_\_\_\_  
Karen O. Emmanuel

FILED

2003 FEB 11 AM 9:49

FILED