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Page 1 of 1  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Clinical Technologies Resource, Inc.**

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H09000231649 3

**ARTICLES OF INCORPORATION  
OF  
CLINICAL TECHNOLOGIES RESOURCE, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

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ARTICLE I - NAME

The name of the corporation shall be: CLINICAL TECHNOLOGIES RESOURCE, INC., a Florida not for profit corporation (the "Corporation").

ARTICLE II - PURPOSES

The Corporation is organized to assist health care providers in Florida in the acceptance and meaningful use of Electronic Medical Records ("EMR"). The Corporation will support physicians in developing protocols to adopt certified online medical records and assist in the implementation, education and training related to such protocols and online medical records so that each physician attains meaningful use certification. In addition, the Corporation will strongly suggest that physicians with EMR participate in a Health Information Exchange that will permit to access to the EMR of all participants electronically as provided by law. As the physicians adopt EMR, they will also interconnect through the Health Information Exchange to access EMR information on shared patients improving the overall quality of care in the community while facilitating reducing the cost of care. The Corporation will also engage in group purchasing activities that will provide members with discounts for the purchasing of necessary computer hardware and EMR related services including hosting and ongoing support. The Corporation will provide access to assistance in the areas of network configuration, project management, practice workflow redesign, privacy and security as well as functional and interoperability assistance.

In general, the Corporation is organized to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which the Corporation is organized shall be limited to assisting in the implementation, education and training of health care providers in the acceptance and meaningful use of EMR for the benefit of the medical community and those members of the public at large who require the services of the medical community. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

**H09000231649 3**

The Corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation or benefit shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation, except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, gender or age. The Corporation is organized to serve the interests of the educational and health care industry in the State of Florida. Accordingly, it shall not be operated for the benefit of private interests.

#### ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

#### ARTICLE IV - MEMBERS

Members of the Corporation shall consist of individuals serving as directors of the Corporation and those individuals elected to the membership in the Corporation.

To become a member of the Corporation, an individual shall be selected in accordance with the provisions of the Bylaws of the Corporation. No Member of the Corporation shall be entitled to vote.

#### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

H09000231649 3

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons, nor more than twenty-one (21) persons. The number of directors and each director's term of office shall be fixed in the Bylaws of the Corporation. Annual elections for those directors standing for election will be held at a meeting preceding the last day of the Corporation's fiscal year or such other date as selected by the Board of Directors. Election for those directors standing for election shall be by a majority vote of the Board of Directors of the Corporation in attendance at the annual meeting of the Board of Directors of the Corporation.

The officers of the Corporation may be members of the Corporation and shall consist of a President, Vice President, Secretary and Treasurer. Each officer shall serve for a term of two (2) years, beginning the 1st day of the new calendar year. Officers may be re-elected to serve subsequent terms as provided in the Bylaws. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Gary Wright	President
Phil Slover	Vice President
Robert Carmichael	Secretary
Debra Johansen	Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Lisa Gelbert Gurri	17 Silver Palm Avenue Melbourne, Florida 32901

Joseph A. McClure, M.D.

1223 Gateway Drive  
Melbourne, Florida 32901

H09000231649 3

Ruddy Eduardo Ruiz, M.D.

1223 Gateway Drive  
Melbourne, Florida 32901

#### ARTICLE IX - BYLAWS

The Bylaws of the Corporation shall be initially approved by majority vote of the Board of Directors, and thereafter may be amended, altered or rescinded by a two-thirds (2/3) vote of the Board of Directors in accordance with the Bylaws.

#### ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Corporation's Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

#### ARTICLE XII - REGISTERED OFFICE AND AGENT

The name and street address of the registered office of this corporation shall be:

William A. Boyles, Esq.  
301 East Pine Street, Suite 1400  
Orlando, Florida 32801

#### ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

1223 Gateway Drive  
Melbourne, Florida 32901

H09000231649 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27<sup>th</sup> day of October, 2009.

Gary Wright  
Gary Wright, President

STATE OF FLORIDA  
COUNTY OF Brevard

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of October, 2009, by Gary Wright, as President of the Corporation.



Donna Melcher  
Signature of Notary Public

Donna Melcher  
(Print Notary Name)  
My Commission Expires: April 16, 2011  
Commission No.: 00650853

AFFIX NOTARY STAMP

Personally known, or  
 Produced Identification  
Type of Identification Produced:  
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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Articles of Incorporation of CLINICAL TECHNOLOGIES RESOURCE, INC., I hereby accept and agree to act in this capacity.

Dated: October 30, 2009

William A. Boyles  
William A. Boyles, Esq.

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