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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Simmons JAN 11 2010

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**SUBJECT: The International Council for Certification of Cardiovascular Specialists
and Assistants, Inc. (ICCCSA)**

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation
and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Charles Ody Williams

Name

2500 Metrocentre Blvd Suite 6C

Address

West Palm Beach, FL 33407

City, State & Zip

678-205-7224

Daytime Telephone number

PO Box 888507

Atlanta, GA 30356-0507

Mailing Address

iraa.rpa@gmail.com

E-mail address: (to be used for future annual report notification)

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

Article I – Name

The name of this organization shall be the ***International Council for Certification of Cardiovascular Specialists and Assistants, Inc.*** ,

Article II – Principal Place and Address of Business

**2500 Metrocentre Blvd- Suite 6-C
West Palm Beach, Florida 33407**

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Article III – Purpose and Functions of the Council

Section A. – Purpose

The mission of the Council is to provide federal and state governmental multi-medical organization and governmental recognized written and operator performance certification examinations for cardiac medical specialists, vascular medical specialists and cardiovascular specialist assistants, who ***either*** perform and/or ***directly assist*** the cardiovascular medical specialists and special assistants as scrub assistants; circulators, who administer conscious sedation medications; or as cardiovascular physiological monitor assistants in cardiac catheterization laboratories, cardio-thoracic surgical suites, external medical imaging centers, interventional radiology procedure suites, and/or vascular surgery suites.

Section B – Functions

1. The Council serves as an advocate for certification of cardiovascular medical specialists (physicians) and cardiovascular specialist assistants (certified or licensed and/or both allied health professionals who function full-time in cardiovascular suites at advanced levels as scrub assistants, circulators, monitor assistants, and as primary performer of procedures) as ***Registered Cardiac Medical Specialists (RCMS), Registered Vascular Medical Specialists (RVMS) and/or Registered Cardiovascular Specialist Assistants (RCSA)***.
2. The Council holds the responsibility for developing the written examination that will attest the medico-technical knowledge, skill set, and experience of candidates who wish to be certified to perform invasive and interventional cardiovascular procedures.
3. The Council is responsible for developing the "hands-on" case scenario examinations for certification on the "virtual patient" also known as a cardiovascular medical simulation device.
4. The Council will provide appropriate indicators such as certificates for successful completion of two-tier written examination and a "hands-on" examination(s) the "virtual patient" that measures the knowledge and experience of an applicant during his/her performance of procedure(s) on a medical simulation device through psychomotor skills.

Article IV – Governing Body and Officers of the Council

The **Board of Directors** (Hereinafter referred to as the **Board**) of the Council shall serve as the governing body that maintains the singleness of purpose and preserves the autonomy of the Council through dedication, leadership, and guidance to its members.

Section A – Officers

All officers of the Council shall be active members of the International Society of Advanced Level Medical Imaging Physician Specialists, Incorporated (Hereafter termed Society) and in good standing with their basic and advanced medical imaging certification and/or license.

Section B – Constituency of Officers

1. The officers of the Council shall be:
 - (a). Chairperson of the Board of Directors
 - (b). Chief Executive Officer (CEO)
 - (c). Chief Operating Officer (CFO)
 - (d). Chief Financial Officer (COO)
 - (e). General Manager
2. Officers hold permanent positions
3. Officers are members of the Board of Directors
4. Officers shall be replaced if an officer resigns, passes away, or is removed from her/his position by a two-thirds quorum vote of the Board for inappropriate actions and behaviors that constitute any type of criminal behavior as specified by the intra-state and interstate laws.
5. The Board of Directors may establish committees to handle various responsibilities for the Council.

Section C – Nomination of Board Members/Officers and Voting Procedures

1. The Council shall establish, by quorum vote of 2/3 at an annual meeting, such voting procedures that best meet the needs of the Council and are applicable to the business community.
2. Business affairs of the Council shall require a quorum vote of 2/3 on any pertinent change that may affect the autonomy of the Council.
3. A Nominating Committee of five (5) members shall be elected by the Society.
 - (a). This committee shall have the duty to nominate candidates for the offices to be filled at the first conference of each calendar year.
 - (b). This committee shall report at the last regular meeting of the calendar year prior to the first conference of each calendar year.
 - (c). Additional nominations from the floor shall be permitted before the first annual conference of each calendar year.

Section D – Guidelines for Nominations for Officers or Board Members

1. Nominations for board members or officers shall be submitted to the General Manager of the Council no less than 30 days before the Annual Business Meeting in writing along with three letters of recommendation from the candidate's peers.
2. Nomination for officers or board members for the Council shall require a two-thirds quorum vote from the members-in-attendance at the first Board meeting held at the annual conference held in June or July of each new year.
 - a. If the two-thirds vote is not achieved, a second ballot will be prepared and administered to the members-in-attendance.
 - b. If the voting has not produced a two thirds (2/3) vote on the second round, then the names of the nominees shall be placed in the basket and an active member chosen at random from the audience will be asked to draw a name from a basket. The name drawn becomes the nominated officer.
3. Nominees *may not* be an officer or member of a Board of any other medical imaging organization or society during the term of office.
4. All nominees for office shall submit a copy of their resume or curriculum vitae to the General Manager of the Council no later than one (1) month before they attend the annual meeting.
 - a. The Board of Trustees shall review the information.
 - b. If the Board decides the candidate does not meet the criteria needed to serve competently and in a good orderly manner, the Board is empowered to remove the person from the list of candidates
5. All qualified nominees must be present at the annual summer meeting of each year. (***Any nominee not present shall be erased from the roll of the voting ballot.***)
6. Elected officers, ***who fail to attend three consecutive scheduled meetings of the Board***, will be removed from office.

Section E – Elective Process of Board Members and Officers

1. To be elected, the final candidate for an office requires a two-thirds (2/3) vote from a quorum of members-in-attendance at the first Board meeting held at the first conference of each calendar year.
 - a. If the two-thirds (2/3) vote is not achieved, a second ballot is prepared and administered to the members-in-attendance.
 - b. If the voting has not produced a two thirds (2/3) vote on the second round, then the names of the nominees for the office shall be placed in a basket (container) and a random member from the audience shall be asked to draw the name from a basket. The name drawn becomes the winning candidate for the office.
2. If more than two candidates run for office, the members who receive the lowest number of votes shall be removed from the ballot.
 - a. When two finalists are identified by majority vote, then the two-thirds process becomes effective.
 - b. If one candidate does not achieve a 2/3 quorum vote on the first pass, the second round of voting occurs.
 - c. If a two-thirds vote does not establish a winning candidate, the two names are then placed in a basket. A member at random is asked to pick a name out of the basket. The name drawn becomes the new officer.
3. If a nominee is ***NOT*** present during the annual meeting, his (her) name shall be removed from the ballot; since all nominees indicate responsibility through visibility. The name shall be erased from the ballot prior to the beginning of the election of officers.

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4. No officers of the Board, Advisory Committees, and any committee formed to handle specific tasks for the Council, shall be elected.
 5. Ballot Election/Term of Office
 - a. Board members shall be elected for two (3) year terms.
 - b. Board members may be elected to more than one (1) term in office.
 - c.. No officer or board members shall hold more than one (1) office at a time.

Article V – Demographic Data and Titles of Officers

A. Chairperson

Lorena Hendry, PA-C, RCSA, B.S.
1349 St. Micheals Court SW
Lilburn, GA 30047
404-694-4846

B. Chief Executive Officer

Phyllis C. Williams, RN, CEN, RCSA, ASN
16 Lovers Leap Road
Hazelhurst, GA 31539
912-253-8890

C. Chief Operating Officer

Neil E. Holtz, B.S., RCSA, RCIS, EMT-P
5683 Denton Circle
Norcross, GA 30092
770-315-7863

D. Chief Financial Officer

Charles O Williams, BS, RCSA, RCIS, RT(R)(CV)(CI), CPFT, CCT
1801 Womack Road
Atlanta, GA 30338
678-205-7224

Mailing address: PO Box 888507
Atlanta, GA 30356-0507

E. General Manager

Christina Morris
2930 SE 207th Court
Morrison, Florida 32668
352-843-7711

Article VI – Demographic Data of Registered Agent

Christina Morris
2930 SE 207th Court
Morrison, FL 32668
352-843-7711
christine.morris777@gmail.com

Article VII – Demographic Data of Incorporator

Charles Ody Williams
PO Box 888507
Atlanta, GA 30356-0507
678-205-7224
iraa.rpa@gmail.com

Office address: 2500 Metrocentre Blvd – Suite 6C
West Palm Beach, FL

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Christina Morris

Signature/Registered Agent

December 31, 2009

Date

Charles Ody Williams

Signature/Incorporator

December 31, 2009

Date