

Division of Corporations

Page 1 of 1

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
Englewood Community Hospital Medical Staff Fund, Inc

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H12000035079 3

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**ARTICLES OF INCORPORATION OF
ENGLEWOOD COMMUNITY HOSPITAL MEDICAL STAFF FUND, INC.**

A Florida Not-For-Profit Corporation

The undersigned person, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is **ENGLEWOOD COMMUNITY HOSPITAL MEDICAL STAFF FUND, INC.**, a Florida not-for-profit corporation.

ARTICLE II

The address of the principal office of the corporation and its mailing address is:

700 Medical Blvd.
Englewood, FL 34223

The corporation is located in the County of Charlotte, State of Florida.

**ARTICLE III
DURATION**

This corporation shall have perpetual duration.

**ARTICLE IV
PURPOSES**

This corporation is organized under section 501(c)(4) of the Internal Revenue Code. The corporation's net earnings will be devoted only to charitable and educational and recreational purposes.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of an organization described in section 501(c)(3) of the Internal Revenue Code, which qualify under 509(a) coupled with IRC section 170(b), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state

H12000035079 3

H12000035079 3

or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court 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 purposes.

ARTICLE V
EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting or 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.

ARTICLE VI
POWERS

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

ARTICLE VII
MEMBERS

The members shall be the members of the medical staff of Englewood Community Hospital.

ARTICLE VIII
REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation and name of its initial Registered Agent at such address is:

DAVID A. HOLMES
99 Nesbit Street
Punta Gorda, FL 33950

H12000035079 3

H12000035079 3

ARTICLE VIII
DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The Board of Directors of the corporation shall consist solely of the members of the Medical Executive Committee of Englewood Community Hospital (the "MEC") as they are from time to time appointed in accordance with the governing documents of the MEC.

The names and addresses of the initial Directors and Officers are:

| <u>NAME</u> | <u>POSITION</u> | <u>ADDRESS FOR ALL</u> |
|------------------------|-------------------------|--|
| Craig McAskill, MD | Director/President | 700 Medical Blvd. Englewood, FL 34223 |
| Raymond James, DO | Director/Vice President | |
| Robert Leschingski, MD | Director/Sec./Treas. | |
| Eric Pressman, DO | Director | |
| Kenneth Pfahler, MD | Director | |
| Cynthia Davis, MD | Director | |
| James Wade, MD | Director | |
| Joseph Noah, MD | Director | |
| Anthony DiTomaso, MD | Director | |

The above-named initial Directors shall remain as Directors of the corporation throughout their respective terms as members of the Medical Executive Committee of Englewood Community Hospital until such time as their successor is appointed. Changes in the qualifications, method of appointment, or election of Directors shall be as stated in the By-Laws of the corporation as the same may be from time to time amended or modified.

ARTICLE X
INCORPORATOR

The name and address of the incorporator is:

Craig McAskill, MD
700 Medical Blvd.
Englewood, FL 34223

H12000035079 3

H12000035079 3

**ARTICLE XI
DISSOLUTION**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XII
AMENDMENT**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors.

The undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of Florida, have executed these Articles of Incorporation of ENGLEWOOD COMMUNITY HOSPITAL MEDICAL STAFF FUND, INC. incorporated on this 12 day of January, 2012.

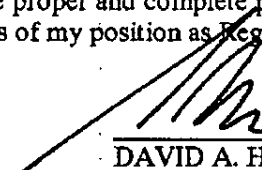

CRAIG McASKILL, MD

SECRETARY OF STATE
TALLAHASSEE, FL 32399
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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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 that 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.


DAVID A. HOLMES

H12000035079 3