

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
PSR/Florida Chapter, Corp.

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**ARTICLES OF INCORPORATION  
OF  
PSR/FLORIDA CHAPTER, CORP.  
(A Not-For-Profit Corporation)**

Pursuant to the provisions of Sections 617.1001, 617.1002, and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation hereby approves and adopts the following Articles of Incorporation.

**ARTICLE I**

Corporate Name and Address

Section 1. The name of the corporation shall be the PSR/Florida Chapter, Corp. (the "Corporation").

Section 2. The principal place of business and mailing address of the Corporation shall be 4520 W. Oakellar Avenue, #13901, Tampa, Florida 33611.

**ARTICLE II**

Initial Registered Agent and Street Address

The name and street address of the registered agent of the Corporation is Micah G. Fogarty, Esquire, Fowler White Boggs P.A., 501 E. Kennedy Boulevard, Suite 1700, Tampa, Florida 33602.

**ARTICLE III**

Term of Existence

The Corporation shall have perpetual existence. The Corporation exists under charter from the national organization, Physicians for Social Responsibility, and must comply with all policies and bylaws of the organization.

**ARTICLE IV**

Purpose; Restrictions

Section 1. Subject to the restrictions set forth in paragraph (b), the purposes for which the Corporation is organized shall be to operate for all lawful purposes granted to non-profit corporations by the laws of Florida and for which corporations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, may engage, and shall include, but are not limited to, working to prevent nuclear war and proliferation and to slow, stop and reverse global warming and toxic degradation of the environment, and by doing any and all

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other legal acts necessary or desirable in the furtherance of the foregoing. The Corporation shall operate as a chapter of the national organization, Physicians for Social Responsibility.

Section 2. Despite any contrary provision of these Articles:

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

2. No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

9. The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

10. Despite any other provision of these Articles or Florida law, Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or

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corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

**ARTICLE V**

Powers

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for not for profit corporations.

**ARTICLE VI**

Members

Section 1. The Corporation shall have members, as further described in the bylaws of the Corporation.

Section 2. The rights of members, and the qualification and designation of members, shall be as set forth in the bylaws.

**ARTICLE VII**

Directors

Section 1. All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.

Section 2. The manner in which directors are to be elected or appointed shall be as set forth in the bylaws of the Corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the Corporation, but the Corporation shall always have at least three (3) directors. The names and addresses of the initial members of the Board of Directors of the Corporation are as follows:

Ron Staff, M.D.  
2300 Centerville Road  
Tallahassee, FL 32308

Jeannette Fleischer, ARNP  
USF Health, Pediatrics-5<sup>th</sup> Floor  
2 Tampa General Circle  
Tampa, FL 33606

Lynn Ringenberg, M.D., FAAP  
PO Box 13901  
Tampa, FL 33681-3901

Rani S. Gereige, M.D., MPH, FAAP  
3100 SW 62<sup>nd</sup> Avenue  
Miami, FL 33155-3009

Jefry L. Biehler, M.D., MPH  
11200 SW 8<sup>th</sup> Street  
Miami, FL 33199

Marybeth Palmigiano, MPH  
PO Box 13901  
Tampa, FL 33681-3901

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Thomas Mason, PhD  
USF College of Public Health  
13201 Bruce B. Downs Blvd., MDC 56  
Tampa, FL 33612

Bernard Pollara, M.D., PhD  
University of South Florida  
2 Tampa General Circle  
Tampa, FL 33606

Lonnie Draper, M.D.  
3411 Capital Medical Blvd.  
Tallahassee, FL 32308

**ARTICLE VIII**

Bylaws

The initial bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws. The Corporation shall adopt no policy or bylaw inconsistent with the applicable policies of the national organization, Physicians for Social Responsibility.

**ARTICLE IX**

Amendment

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

**ARTICLE X**

Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

**ARTICLE XI**

Incorporator

The name and address of the Incorporator is:

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SYSTEMS CORPORATION

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Micah G. Fogarty  
Fowler White Boggs, PA  
501 E. Kennedy Blvd., Suite 1700  
Tampa, FL 33602

By written consent executed contemporaneously herewith, the Directors unanimously approved and adopted these Articles of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be signed in its name and on its behalf on this 14<sup>th</sup> day of JUNE, 2012.

PSR/Florida Chapter, Corp.

Micah G. Fogarty  
Micah G. Fogarty

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**PSR/FLORIDA CHAPTER, CORP.**

**CERTIFICATE OF ACCEPTANCE**

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.

Micah G. Fogarty  
Micah G. Fogarty

Date: 6/14/2012

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