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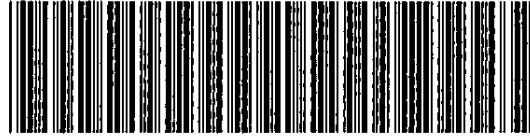
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DAVIS, MARTIN & BERNARD, P.A.

ATTORNEYS AT LAW

Clyde W. Davis
Joshua K. Martin
Robert D. Bernard

960185 Gateway Boulevard, Suite 104
Amelia Island, Florida 32034
www.ameliailandlaw.com

Telephone: 904-261-2848
Facsimile: 904-261-4476

October 29, 2012

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

Re: FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC.

Ladies/Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above entity, duly executed and notarized, together with a check in the amount of \$78.75 for your filing fee.

If you have any questions, please feel free to call me directly. Thank you for your prompt attention to this matter.

Sincerely,



Clyde W. Davis

CWD/dlr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC.

12 OCT 31 AM 9:47

Notice is hereby given that the undersigned incorporators, being of full age, having associated together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: **FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC.**

ARTICLE II - CORPORATE PURPOSE

The goal and purpose of the Corporation shall be to provide the highest quality, accessible, and affordable primary healthcare, dental and behavioral health services to all residents of Nassau County, Florida, through compassion, empowerment, and accountability.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility. Any individual sincerely interested in active participation to effect the objectives of this organization shall be eligible for membership. Membership may not be denied on the basis of race, color, religious preference, disability, or national origin.

Section 2: Application for Membership. Any applicant meeting the qualifications set

forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Directors may from time to time determine. No person may be denied membership on the basis of race, color, age, or religious preference.

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with thirty (30) days prior written notice to the Directors. Expulsion for just cause shall be according to the procedures found in the by-laws of the organization, as the same may be adopted from time to time.

ARTICLE IV - EXISTENCE AND DURATION

Existence of the Association commenced with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE V - MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors, elected as provided in the by-laws. The Board of Directors shall initially consist of three (3) individuals and shall never be less than one (1).

ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The names and residence address of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

| <u>NAME:</u> | <u>MAILING ADDRESS:</u> | <u>STREET ADDRESS:</u> |
|------------------------|---|------------------------|
| JIM MAYO, President | 1668 Regatta Drive Fernandina Beach, FL 32034 | same |
| STEPHEN LEE, Secretary | Baptist Medical Center Nassau 1250 So. 18 th Street Fernandina Beach, FL 32034 | same |

DR. LAUREEN PAGEL, Treasurer Sutton Place Behavioral Health same
463142 State road 200, West
Yulee, FL 32097

ARTICLE VII - BYLAWS AND AMENDMENTS
TO THE ARTICLES OF INCORPORATION

The bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional; provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of non-profit corporations.

ARTICLE VIII - GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered by the corporate officers solely and exclusively for the corporate purposes as directed by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators; provided that

the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE IX - SUBSCRIBERS

The names and residence address of the subscribers to this Corporation are as follows:

| <u>NAME</u> | <u>Residence Address</u> | <u>Mailing Address</u> |
|-------------------|---|------------------------|
| JIM MAYO | 1668 Regatta Drive Fernandina Beach, FL 32034 | same |
| STEPHEN LEE | Baptist Medical Center Nassau 1250 So. 18 th Street Fernandina Beach, FL 32034 | same |
| DR. LAUREEN PAGEL | Sutton Place Behavioral Health 463142 State road 200, West Yulee, FL 32097 | same |

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporator, desiring to organize this Corporation under the laws of the State of Florida, hereby designates the Corporation's Principal/Registered office to be located at 960185 Gateway Blvd., Ste. 104, Fernandina Beach, Florida 32034, and hereby designates and appoints Clyde W. Davis as the initial Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successors are selected and duly designated.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify an officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XIII - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

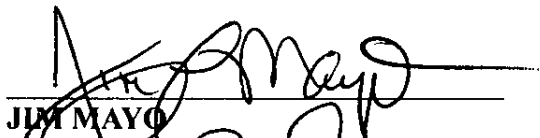
ARTICLE XIII - DEDICATION OF ASSETS

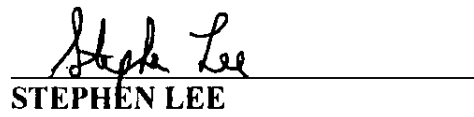
The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this

___ day of October, 2012.

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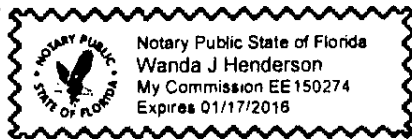

JIM MAYO


STEPHEN LEE


DR. LAUREN PAGEL

STATE OF FLORIDA)
COUNTY OF NASSAU)

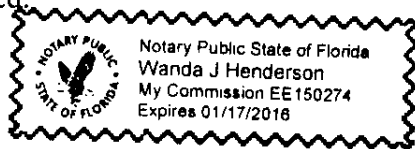
Before me, the undersigned authority, personally appeared: **JIM MAYO**, to me well known to me to be the person described in or who produced as identification: nta who did not take an oath, and who subscribed their name to the foregoing Articles of Incorporation, and whose acknowledged before me that they executed such Articles of Incorporation for the purposes therein expressed.




NOTARY PUBLIC

STATE OF FLORIDA)
COUNTY OF NASSAU)

Before me, the undersigned authority, personally appeared: **STEPHEN LEE**, to me well known to me to be the person described in or who produced as identification: nta who did not take an oath, and who subscribed their name to the foregoing Articles of Incorporation, and whose acknowledged before me that they executed such Articles of Incorporation for the purposes therein expressed.




NOTARY PUBLIC

STATE OF FLORIDA)
COUNTY OF NASSAU)

Before me, the undersigned authority, personally appeared: **DR. LAUREN PAGEL**, to me well known to me to be the person described in or who produced as identification: nta who did not take an oath, and who subscribed their name to the foregoing Articles of Incorporation, and whose

acknowledged before me that they executed such Articles of Incorporation for the purposes therein expressed.



Catherine Irene Dupuis
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC.**, at the place designated in the ARTICLES OF INCORPORATION or a corporate resolution of said corporation:

REGISTERED AGENT
REGISTERED ADDRESS

CLYDE W. DAVIS
960185 Gateway Blvd., Ste. 104
Fernandina Beach, FL 32034

agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATE: 10/29/, 2012



CLYDE W. DAVIS

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