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SECRETARY OF STATE
TALLAHASSEE FLORIDA

mc 7/28/16

COVER LETTER

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

SUBJECT: FMDA – The Florida Society for Post-Acute and Long-Term Care Medicine

(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: Ian Cordes

Name (Printed or typed)

400 Executive Center Drive, Suite 208

Address

West Palm Beach, Florida 33401

City, State & Zip

561-689-6321

Daytime Telephone number

icordes@bellsouth.net

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

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
of
FMDA – THE FLORIDA SOCIETY FOR POST-ACUTE and LONG-TERM CARE
MEDICINE, INC.

ARTICLE I
CORPORATE NAME

The name of this corporation is FMDA – The Florida Society for Post-Acute and Long-Term Care Medicine, Inc.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL & SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. The purpose of this association is to promote the education of Physicians, Health Workers, Lay Persons, and the Public in the advancement of Post-Acute and Long-Term Health Care.
- C. To operate exclusively in any other manner for such charitable, and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any corresponding provisions of any subsequent or future federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V
STOCK

The corporation will not issue stock certificates. However, the bylaws may provide for the issuance of certificates of membership as evidence of membership in the corporation.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS**

Board of Directors - The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a bylaw duly adopted by the members. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of the law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The responsibilities of the Board of Directors shall be to conduct the business affairs, educational seminars, and other meetings, and to foster and promote the purposes of the Association.

The names and addresses of such initial members of the Board of Directors are as follows:

President:

Leonard Hock, Jr., DO, CMD, HMDC, MACOI

1531 W. Palmetto Park Rd.
Boca Raton, FL 33486

Vice President:

Rhonda Randall, DO

48 Interlaken Road
Orlando, FL 32804

Secretary/Treasurer:

Michael Foley, MD, CMD

524 W. James Lee Blvd.
Crestview, FL 32536

Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary-Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President:

Leonard Hock, Jr., DO, CMD, HMDC, MACOI

1531 W. Palmetto Park Rd.
Boca Raton, FL 33486

Vice President:

Rhonda Randall, DO

48 Interlaken Road
Orlando, FL 32804

Secretary/Treasurer:

Michael Foley, MD, CMD

524 W. James Lee Blvd.
Crestview, FL 32536

**ARTICLE VII
ANNUAL MEETING**

A. Annual Meeting. The annual meeting of the members of this corporation shall be held at the time and place designated by the Board of Directors of the corporation. The annual meeting of the members for

any year shall be held no later than thirteen months after the last preceding annual meeting of shareholders. Business transacted at the annual meeting shall include the election of directors of the corporation every other year.

B. Special Meetings. Special meetings of the members shall be held when directed by the Board of Directors, or when requested in writing by not less than ten percent of all members entitled to vote at the meeting

C. Place. Meetings of the members may be held within or without the State of Florida.

D. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, email, or other digital process, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the membership list of the corporation, with postage thereon prepaid.

E. Notice of Adjourned Meetings. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

F. Shareholder Quorum and Voting. A majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of membership.

If a quorum is present, the affirmative vote of the majority of members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless otherwise provide by law.

After a quorum has been established at a membership meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for the quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

ARTICLE VIII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure the benefit of, or be distributable to its members, directors, 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.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall no participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation for the purposes of the corporation and in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation has been located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operating exclusively for such purposes.

ARTICLE X MEMBERSHIP

The corporation shall have membership distinct from the Board of Directors. The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation. Any person paying dues as provided for in the bylaws, agreeing to be bound by the articles of incorporation of this corporation, by its bylaws, and such rules and regulations as the Board of Directors may from time to time adopt, and who is a member of AMDA – The Society for Post-Acute and Long-Term Care Medicine, is eligible for membership in the corporation. The Board of Directors shall from time to time prescribe the form and manner in which application may be made for membership. The Board of Directors shall from time to time prescribe certain classes of membership in the organization and the voting rights of the membership.

ARTICLE XI SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Leonard Hock Jr., DO, CMD, HMDC, MACOI

1531 W. Palmetto Park Rd.
Boca Raton, FL 33486

ARTICLE XII AMENDMENT OF BYLAWS

Subject to the limitation contained in the bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the bylaws.

**ARTICLE XIII
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XIV
REGISTERED AGENT & OFFICE**

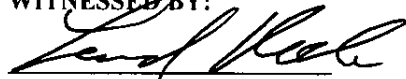
The address of the corporation's principal office, registered office, and mailing address shall be located at 400 Executive Center Drive, Suite 208, West Palm Beach, FL 33401, and the name of the registered agent at said address shall be Ian L. Cordes.

**ARTICLE XV
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the bylaws of this corporation.

We the undersigned, being the Subscribers and Incorporators of this corporation, for the purposes of forming this nonprofit corporation under the laws of the state of Florida, have executed these Articles of Incorporation on this 29th day of JUNE, 2016.

WITNESSED BY:



Subscriber

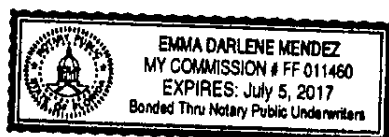


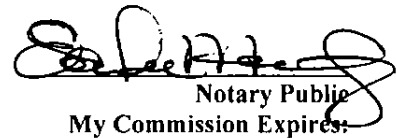
Registered Agent

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, personally appeared Leonard Hock Jr., to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument

IN WITNESS THEREOF, I have hereunto set my hand and seal this 29th day of June, 2016.




Notary Public
My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes (2016) the following is submitted:

That FMDA – The Florida Society for Post-Acute & Long-Term Care Medicine desiring to organize under the laws of the state of Florida, has named Ian Cordes located at 400 Executive Center Drive, Suite 208, County of Palm Beach, State of Florida as its agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named to accept services or process for the above names 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



Required Signature of Registered Agent

June 29, 2016
Date

16 JUL 20 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA