

**CORPORATE  
ACCESS,  
INC.**

**N99000001044**

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Articles

1.) Florida West Coast Association of Occupational Health  
(CORPORATE NAME & DOCUMENT #) Nurses, Inc.

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
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**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA WEST COAST**  
**ASSOCIATION OF OCCUPATIONAL HEALTH NURSES, INC.**

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TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME, ADDRESS AND DURATION**

The name of the Corporation is FLORIDA WEST COAST ASSOCIATION OF OCCUPATIONAL HEALTH NURSES, INC. The principal and mailing address of the Corporation is 1400 East Bay Drive, Largo, Florida 33771. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**  
**NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible by law.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To become a constituent association of the American Association of Occupational Health Nurses, Inc., a nonprofit corporation, hereinafter called the "A.A.O.H.N.", the articles of incorporation, bylaws, rules and policies of which this Corporation hereby agrees to look to and consider in its governance.

B. As a constituent association of the A.A.O.H.N., to provide the opportunity for exchange of ideas and opinions, and for study and discussion, of various business, technical, and medical aspects of occupational and environmental health nursing in the State of Florida; to promote and provide continuing education in occupational and environmental health nursing in

the State of Florida; to develop and encourage high standards of service for Members serving as occupational and environmental health nurses and the public; to acquire, preserve and disseminate data and information to Members and to the public relating to occupational and environmental health nursing; to participate in the process of monitoring and influencing state legislation and regulations; to promote occupational and environmental health nursing through local communication activities; and to provide opportunities to develop association leadership skills.

C. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **ARTICLE IV LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, Directors or Officers, but 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 III hereof.

#### **ARTICLE V MEMBERS**

The Corporation shall have Active Members who shall be Voting Members and shall have all the rights and privileges of Members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

#### **ARTICLE VI REGISTERED OFFICE AND AGENT**

The address of the registered office in the State of Florida is 1400 West Fairbanks Avenue, Suite 204, in the City of Winter Park, County of Orange. The name of the registered agent at such address is Scott C. Roberts, Esquire.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of the Directors constituting the initial Board of Directors is seven. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Arlene Guzik	1400 East Bay Drive Largo, Florida 33771
Sandra Thompson	1660 Gulf Boulevard, Unit 1103 Clearwater, Florida 33767
Karen Gallizzi	12407 North Florida Avenue Tampa, Florida 33612
Ruth Marnalse	2624 Enterprise Road East, #14 Clearwater, Florida 33759
Ronnie Brown	15760 West Powerline Street Crystal River, Florida 34228-6708
Lynda Ruckman	1052 Eden Isle Drive Northeast St. Petersburg, Florida 33704
Lucy Read	P.O. Box 24316 Tampa, Florida 33623-4316

## **ARTICLE VIII OFFICERS**

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Members (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Arlene Guzik	1400 East Bay Drive Largo, Florida 33771
President Elect	Sandra Thompson	1660 Gulf Boulevard, Unit 1103 Clearwater, Florida 33767
Secretary	Karen Gallizzi	12407 North Florida Avenue Tampa, Florida 33612
Treasurer	Ruth Marnalse	2624 Enterprise Road East, #14 Clearwater, Florida 33759

## **ARTICLE IX INCORPORATOR**

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Scott C. Roberts	1400 West Fairbanks Avenue, Suite 204 Winter Park, Florida 32789

## **ARTICLE X BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors pursuant to the Bylaws.

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**ARTICLE XI  
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLE XII  
INDEMNIFICATION**


The Corporation shall indemnify any Incorporator, Officer or Director, or any former Incorporator, Officer or Director, to the fullest extent permitted by law.

**ARTICLE XIII  
NONSTOCK**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.


DATED at Winter Park, Orange County, Florida, this 16<sup>th</sup> day of February, 1999.


  
\_\_\_\_\_  
Scott C. Roberts, Esquire

STATE OF FLORIDA        )  
                                  ) ss.  
COUNTY OF ORANGE    )

SUBSCRIBED and SWORN to before me this 16<sup>th</sup> day of February, 1998  
by Scott C. Roberts, the incorporator of Florida West Coast Association of Occupational Health  
Nurses, Inc., a Florida nonprofit corporation, who (check one): ☒ is personally known to  
me; ☐ has produced a valid driver's license # \_\_\_\_\_ or  
☐ has produced other identification, to-wit: \_\_\_\_\_.

  
\_\_\_\_\_  
Notary Public – State of Florida

 Betty Ann Cheek  
My Commission \_\_\_\_\_  
Expires September \_\_\_\_\_

 Betty Ann Cheek  
My Commission CC676235  
Expires September 01, 2001


## REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That FLORIDA WEST COAST ASSOCIATION OF OCCUPATIONAL HEALTH NURSES, INC., desiring to organize under the laws of the State of Florida, with its principal and mailing address as indicated in the Articles of Incorporation, has named Scott C. Roberts, located at 1400 West Fairbanks Avenue, Suite 204, Winter Park, Florida 32789, as its registered agent to accept service of process and perform such other duties as are required in the State.

### ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state I am familiar with section 617.0501, et. seq., Florida Statutes.

  
\_\_\_\_\_  
Scott C. Roberts

DATED: 2/16/99

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