

N99000006783

TRANSMITTAL LETTER

RECEIVED  
99 NOV 17 PM 4: 03  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

SUBJECT: Panhandle Area Practitioners - Hospital  
(Proposed corporate name - must include suffix)  
Organization Inc.

900003047929--5  
-11/18/99--01001--018  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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 of  
Status

ADDITIONAL COPY REQUIRED

FROM: Lucia Maxwell  
Name (Printed or typed)

9601-54 Micosukee Rd  
Address

Tallahassee, Fl. 32308  
City, State & Zip

656-2189  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 17 PM 4: 11

APPROVED  
AND  
FILED

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

T. SMITH NOV 4 7 1999

# ARTICLES OF INCORPORATION

## ARTICLE I CORPORATION NAME

The name of this Florida not-for-profit corporation is:  
Panhandle Area Practitioners-Hospital Organization (PHO) Inc.

## ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The corporation's principal place of business is located at Marianna, Florida.  
The corporation's mailing address is:  
2954-A Penn Avenue, Marianna, Florida 32448.

## ARTICLE III CORPORATE PURPOSE

The purpose of the corporation is to engage in the administration and operation of a corporation, on a cooperative basis, which furnishes health care administrative services primarily for the benefit of its members and the public. In particular, the corporation seeks to analyze and develop means to provide more cost-efficient and high quality integrated health care services for persons residing in and around the Panhandle area of the State of Florida. The corporation further seeks to improve access to affordable health care services.

The Corporation intends to be organized exclusively for charitable, religious, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code) and relevant Florida law. Specifically, the Corporation is organized for any and all of the following purposes: conducting scientific research and research projects in the public interest in the fields of medical sciences, medical economics, public health, sociology, and related areas; improving and developing the abilities of individual and institutions studying, teaching and practicing medicine; delivering health care to the public; engaging in the instruction of the general public in the area of medical science, public health, and hygiene and related instruction useful to the individual and beneficial to the community; and conducting other activities useful or appropriate to the accomplishment of the foregoing purposes.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings and procedures.

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TALLAHASSEE, FLORIDA

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Notwithstanding any other provision in these Articles, the Corporation shall not engage in any activities or exercise any powers that are 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, or the corresponding section of any future federal tax codes, or (b) by a Corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

The Corporation shall not carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

#### **ARTICLE IV MEMBERS**

The Corporation shall have two (2) classes of membership, Committed and Non-Committed Members, as set forth in the Bylaws of the Corporation. The number of Members of the Corporation may be increased or decreased in the manner set forth in the Bylaws of the Corporation. The initial Members of the Corporation shall be:

Joseph T. Sherrel, M.D.  
4316 Fifth Avenue  
Marianna, Fl. 32446  
**Committed Member**

Calhoun-Liberty Hospital  
424 Burns Avenue  
Blountstown, Florida 32424  
**Committed Member**

James Clemmons, M.D.  
P.O. Box 741  
Chipley, Fl. 32428  
**Committed Member**

Campbellton-Graceville Hospital  
5429 College Drive  
Graceville, Fl. 32440  
**Committed Member**

Herbert Brooks, M.D.  
310 N. Madison Street  
Bonifay, Fl. 32425  
**Committed Member**

Doctors Memorial Hospital  
401 E. Byrd Avenue  
Bonifay, Fl. 32425  
**Committed Member**

Richard Christopher, M.D.  
P. O. Box 668  
Marianna, Fl. 32447  
**Committed Member**

Jackson Hospital  
P. O. Box 1608  
Marianna, Florida 32447  
**Committed Member**

Richard Brunner, M.D.  
4295 3<sup>rd</sup> Avenue  
Marianna, Fl. 32446  
**Committed Member**

Sinclair Franz, M.D.  
3048 4<sup>th</sup> Street  
Marianna, Fl. 32447  
**Committed Member**

Joseph Gay, M.D.  
3025 6<sup>th</sup> Street  
Marianna, Fl. 32446  
**Committed Member**

Atul Madan, M.D.  
5429 College Drive  
Graceville, Fl. 32440  
**Committed Member**

Leisa Bailey, M.D.  
101 E. Wisconsin Avenue  
Bonifay, Fl. 32425  
**Committed Member**

## **ARTICLE V BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors, which, except for the first Board, shall be elected by the membership as set forth in the Bylaws of the Corporation. The initial Board of Directors shall be chosen from among the Incorporators who are Committed Members and shall serve

until June, 2001, or until the first annual meeting of the membership is called, which ever comes first.

The first Board shall be made up of representatives of Committed Physician Members and representatives of Committed Hospital Members, and possibly 1 or more representatives of Health Departments and/ or local Employers, according to the Bylaws. Committed Physician Members shall select their own representatives to the first Board of Directors, and Committed Hospital Members shall select their own representatives to the first Board of Directors, in separate processes to be determined by each group individually.

#### **ARTICLE VI**

##### **INITIAL REGISTERED AGENT'S NAME AND ADDRESS**

The name and address in the State of Florida of this corporation's initial registered agent for service of process is:

Cindy Mathis, Member Services Coordinator  
Panhandle Area Health Network  
2954-A Penn Avenue  
Marianna, Florida 32448

#### **ARTICLE VII**

##### **INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Joseph T. Sherrel, M. D.  
4316 5<sup>th</sup> Avenue  
Marianna, Fl. 32446

James Clemmons, M.D.  
P. O. Box 741  
Chipley, Fl. 32428

Herbert Brooks, M.D.  
310 East Byrd Avenue  
Bonifay, Fl. 32425

Andrew Mannich  
Jackson Hospital  
P. O. Box 1608  
Marianna, Florida 32447

Richard Christopher, M.D.  
4318 Fifth Avenue  
Marianna, Fl. 32446

Judy Schiros  
Campbellton-Graceville Hospital  
5429 College Drive  
Graceville, Florida 32440

Richard Brunner, M.D.  
4295 Third Avenue  
Marianna, Fl. 32446

Ben Burnham, Administrator  
Calhoun-Liberty Hospital  
424 Burns Avenue  
Blountstown, FL. 32424

Sinclair Franz, M.D.  
3048 Fourth Street  
Marianna, Fl. 32446

David Paris  
Regional Director of Operations,  
Hospital Division  
Centennial Health Care  
P.O. Box 1979  
Quincy, Fl. 32353

Joseph Gay, M.D.  
3025 6<sup>th</sup> Street  
Marianna, Fl. 32446

Atul Madan, M.D.  
5429 College Drive  
Graceville, Fl. 32440

Leisa Bailey, M.D.  
101 E. Wisconsin Avenue  
Bonifay, Fl. 32425

#### **ARTICLE VIII DISSOLUTION**

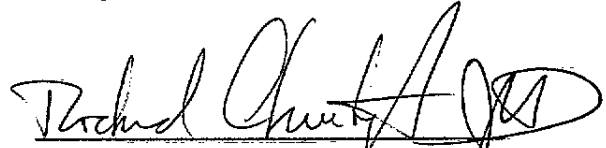
Subject to all relevant laws, including but not limited to the Florida Not-For-Profit Corporation Act, upon dissolution or winding up of the affairs of the Corporation, the remaining assets of the Corporation after payment or the provision of payment of all debts and liabilities of the Corporation shall be distributed to an appropriate entity or entities in accordance with a plan of distribution devised and agreed to by the voting Members of the Corporation, or by a court of competent jurisdiction in the event the Members fail to agree upon such plan of distribution.

**ARTICLE IX  
DISTRIBUTION LIMITATIONS**

Subject to all relevant laws, no dividends shall be declared, and no part of the income, profit or net earnings of the Corporation shall at any time be paid directly or indirectly to any person or entity in violation of the Florida Not-For-Profit Corporation Act or such other relevant laws. The Corporation is and shall be authorized to confer benefits and to make such necessary and appropriate distributions in conformity with relevant Florida law and the purposes of the Corporation.

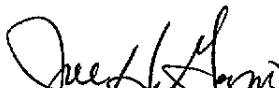
**IN WITNESS WHEREOF**, the undersigned, who are the Incorporators, have executed these Articles of Incorporation on this 1<sup>st</sup> day of November, 1999.

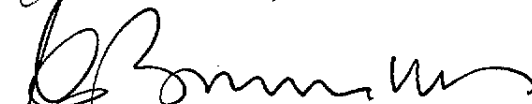
  
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Joseph T. Sherrel, M.D.


  
\_\_\_\_\_  
Richard Christopher, M. D.

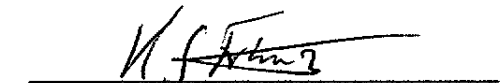
  
\_\_\_\_\_  
James Clemmons, M.D.

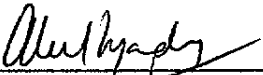
  
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Herbert Brooks, M.D.

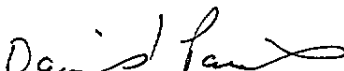
  
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Joseph Gay, M.D.


  
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Richard Brunner, M.D.


  
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Leisa Bailey, M.D.

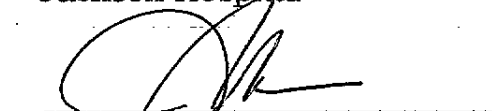
  
\_\_\_\_\_  
Sinclair Franz, M.D.

  
\_\_\_\_\_  
Atul Madan, M.D.

  
\_\_\_\_\_  
David Paris, Regional Dir. Of Op.  
Centennial Health Care

  
\_\_\_\_\_  
Andrew Mannich, CEO  
Jackson Hospital

  
\_\_\_\_\_  
Ben Burnham, Admin.  
Calhoun-Liberty Hospital

  
\_\_\_\_\_  
Judy Schiros, Admin.  
Campbellton-Graceville Hosp

**CERTIFICATE DESIGNATING THE NAME AND OFFICE OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

**Name of Corporation:** Panhandle Practitioners-Hospital Organization, Inc.

**Name and Office Address of the Registered Agent of the Corporation:**

Cindy Mathis, Panhandle Area Health Network  
2954-A Penn Avenue, Marianna, Florida 32448

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 this 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.

By: Cindy Mathis  
Cindy Mathis

Date: 11/17/99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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