

N95000002858

Mayo Clinic Jacksonville

4500 San Pablo Road
Jacksonville, Florida 32224
Telephone 904 953-2000

June 8, 1995

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100001510831
-06/12/95--01039--000
*****70.00 *****70.00


Re: Filing of Articles of Incorporation of Mayo Clinic
Florida

Dear Sir/Madam:

Enclosed for filing you will find the original and one copy of the Articles of Incorporation of Mayo Clinic Florida which have been executed and notarized. Please indicate the date of filing on the copy of the Articles of Incorporation and return them in the pre-addressed envelope provided. A check in the amount of \$70.00 is also enclosed to cover the filing fee.

Thank you for your assistance.

Sincerely,


Cynthia L. Zeigler
Legal Secretary

\clz\secstate.ltr
Enclosures: Articles (orig & 1)
SASE
Check

*Perlyn:
File name as is*

NANCY HENDRICKS JUN 16 1995

ARTICLES OF INCORPORATION
OF
MAYO CLINIC FLORIDA
(a nonprofit corporation)

95 JUL 12 1995
RECEIVED
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DALLAS
STATE OF TEXAS

The undersigned, for the purposes of forming a corporation pursuant to the provisions of Chapter 617, Florida Statutes, and all future laws amendatory thereto, adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of this Corporation shall be "MAYO CLINIC FLORIDA (a nonprofit corporation)".

ARTICLE II
Purposes and Powers

The purposes of this Corporation shall be as follows:

(a) This Corporation organized and shall be operated exclusively for educational, scientific and charitable purposes, including the practice of medicine, the provision of other health care services, and the conduct of programs related or incident to the foregoing, and further 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 the corresponding section of any future federal tax code.

(b) To qualify as a not-for-profit corporation exempt from federal taxation under Section 501(c)(3) of the Code or the

corresponding provision of any future United States Internal Revenue Law and as a public charity and supporting organization under Section 509(a)(3) the Code or the corresponding provision of any future United States Internal Revenue Law.

(c) To provide direction and expertise in the furtherance of the charitable, educational and scientific purposes of organizations engaged in the delivery of healthcare or charitable fund-raising, provided, however, that such is not inconsistent with the requirements of Sections 501(c)(3), 509(a)(1), 509(a)(2), and 509(a)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and the Regulations issued pursuant thereto.

(d) To engage in any other lawful act or activity which may be necessary or appropriate for the carrying out and accomplishing of any of the foregoing objects or purposes, provided however, that such is not inconsistent with the requirements of Sections 501(c)(3), 509(a)(1), 509(a)(2), and 509(a)(3) of the Code and the Regulations pursuant thereto.

(g) Within the limitations of these purposes, this Corporation shall have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this Corporation shall not engage in any activities or exercise any powers that are not consistent with and in furtherance of the purposes of this Corporation.

ARTICLE III
Restrictions

The purposes and powers of this Corporation are subject to the following restrictions:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its member, Governors, 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 Two hereof. 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 not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, 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 federal tax code.

(b) The sole member of the Corporation shall have the power, prior to the Board of Governors taking final action

thereon, to approve or reject or consent with respect to the following matters: (i) salaries and other forms of compensation paid to professional employees of the Corporation; (ii) annual capital and operating budget; (iii) all individual capital expenditures as designated by the member; (iv) sale or transfer of assets other than in the ordinary course of business; and (v) incurrence of debt other than in the ordinary course of business.

ARTICLE IV **Membership**

The sole member of this Corporation is Mayo Foundation, a not-for-profit corporation organized and existing under the laws of the State of Minnesota.

ARTICLE V **Duration**

The period of duration of this Corporation shall be perpetual.

ARTICLE VI **Principal office and Registered Agent**

The principal office and registered office of this Corporation shall be 4500 San Pablo Road, Jacksonville, Florida 32224. The name and address of the Corporation's registered agent is Joanne L. Martin, 4500 San Pablo Road, Jacksonville, Florida 32224.

ARTICLE VII
Board of Directors

The management of the business and affairs of this Corporation shall be vested in a Board of Governors. From time to time the number of Governors of this Corporation may be increased or decreased in accordance with the Bylaws of this Corporation, but shall be no less than three (3) in number.

The names and addresses of the Governors of the Corporation commencing with the filing of these Articles of Incorporation with the Florida Department of State are:

<u>Name</u>	<u>Address</u>
Leo F. Black M.D.	4500 San Pablo Road Jacksonville, FL 32224
Robert R. Hattery, M.D.	200 First Street SW Rochester, MN 55905
Robert G. Tancredi, M.D.	13400 East Shea Blvd. Scottsdale, AZ 85259
John H. Herrell	200 First Street SW Rochester, MN 55905

The number, qualifications, method of election, terms of office, and such other provisions with respect to Governors and officers as are not inconsistent with the express provisions of these Articles of Incorporation shall be as provided in the Bylaws of this Corporation.

ARTICLE VIII
Professional Practice and Decisions

All professional services, decisions, or actions provided by, made by, or carried out under the auspices of this

Corporation which must be provided, made, or carried out only by licensed professionals pursuant to other provisions of the laws of this state, shall be provided, made, or carried out only by licensed professionals.

ARTICLE IX
No Personal Liability

The Governors, officers, and members of this Corporation shall not be personally liable to any extent whatsoever for obligations of this Corporation.

ARTICLE X
Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
Amendments

Amendments to these Articles of Incorporation may be proposed by the Board of Governors or the sole member, but amendments shall be adopted only with the consent of the sole member. Bylaws may be made, altered, or rescinded only with the consent of the sole member of this Corporation.

ARTICLE XII
Incorporator

The name and address of the incorporator, who is a natural person of full age, is:

Name

J. Larry Read

Address

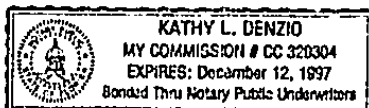
4500 San Pablo Road
Jacksonville, FL 32224

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 23 day of May, 1995.

J. Larry Read

STATE OF Florida)
COUNTY OF Duval) ss.

The foregoing instrument was acknowledged before me on the 23rd day of May, 1995, by J. Larry Read, who is personally known to me or has produced his (her) Florida Driver's license as identification.



Kathy L. Denzio
Notary Public

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida law, the following is submitted:

MAYO CLINIC FLORIDA, A NON-PROFIT CORPORATION

desiring to organize or qualify under the laws of the State of Florida hereby designates Joanne L. Martin as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4500 San Pablo Road, Jacksonville, Florida 32224.



INCORPORATOR

Dated: May 23, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I acknowledge that I am familiar with and accept the obligations of such position.



Joanne L. Martin

Date: May 23, 1995

(moj5.art -- 4/25/95)

FILED
95 JUN 12 11:00 AM
TALLAHASSEE, FLORIDA

N 9500000 2858

Requester's Name

Address

City/State/Zip Phone #

300002034573--1
-12/20/96--01058--004
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mayo Clinic, Florida (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

EFFECTIVE DATE
12-19-97

FILED RECEIVED
56 DEC 20 PM 2:49
56 DEC 20 AM 11:18
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATION

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*no file
12/20/97*

Examiner's Initials

STATE OF FLORIDA OFFICE OF
THE DEPARTMENT OF STATE

ARTICLES OF AMENDMENT OF
MAYO CLINIC FLORIDA
(a nonprofit corporation)

EFFECTIVE DATE

1-1-97

RECEIVED
SECRETARY OF STATE
JAN 2 1997

Pursuant to the provisions of the Florida Nonprofit Corporation Act, the following amendment to the Articles of Incorporation of Mayo Clinic Florida (a nonprofit corporation), a Florida Nonprofit Corporation, was duly adopted by the sole member of the corporation on December 2, 1996 to be effective on January 1, 1997.

Article I of the Articles of Incorporation of Mayo Clinic Florida (a nonprofit corporation) is hereby amended by deleting the sole sentence of said Article I which reads as follows:

"The name of this corporation shall be 'MAYO CLINIC FLORIDA (a nonprofit corporation)'."

and substituting the following:

"The name of this corporation shall be 'MAYO CLINIC JACKSONVILLE (a nonprofit corporation)'."

I swear that the foregoing is true and accurate and that I have the authority to sign this document on behalf of the corporation.

MAYO CLINIC FLORIDA (a nonprofit
corporation)

By: Leo F. Black M.D.

Leo F. Black, M.D.
Its: Vice Chair