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N98000005160
PLEASE REPLY TO:
Winter Haven

August 31, 1998

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-09/02/98-01073-008
****122.50 ****122.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32399

FILED
98 SEP -2 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: WE CARE OF POLK COUNTY, INC.

Gentlemen:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$122.50 for the filing fee. After filing, please forward a certified copy to me at the above Winter Haven address.

If you have any questions or comments, please do not hesitate to give me a call.

Best regards,



KERRY M. WILSON

:pk

Enclosures

xc: Beverly T. Murphy w/o enc.

2-10-98
MM
⑦

2-20554

**ARTICLES OF INCORPORATION
OF
WE CARE OF POLK COUNTY, INC.**

FILED
98 SEP -2 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this corporation is **WE CARE OF POLK COUNTY, INC.**

**ARTICLE II
CORPORATE NATURE**

This is a not-for-profit corporation organized pursuant to the provisions of Chapter 617, Florida Statutes.

**ARTICLE III
DURATION**

The corporation shall exist perpetually.

**ARTICLE IV
PURPOSE**

The primary purpose for which this corporation is formed is to promote and assist in the provision of medical care to indigent residents of Polk County, Florida, and to serve as a "volunteer corporation" and "health care provider" to "low-income" persons pursuant to Section 766.1115, Florida Statutes, as that statute may be amended from time to time, and rules and regulations promulgated thereunder, which currently consist of those rules adopted by the Department of Children and Family Services in Chapter 64F-11, Florida Administrative Code. Accordingly, this corporation shall have the purposes, powers and authorities, and shall be subject to the restrictions set forth below:

(1) This corporation is authorized to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as now exist or as may hereafter be amended or adopted (the "Code"). Notwithstanding

any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

(2) No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, at any time.

(3) The corporation shall distribute its income, if any, for each taxable year at such time and in such manner as not to become subject to tax on undistributed income under Section 4942 of the Code.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(5) The corporation shall not retain any excess business holdings as defined in Section 4949(c) of the Code.

(6) The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

In furtherance of its purposes, the corporation shall have all of the corporate powers enumerated in Section 617.0302, Florida Statutes, as such statute may be amended from time to time.

ARTICLE V

VOTING POWER

This corporation shall not have members and the directors of this corporation, pursuant to Section 617.0721(5), Florida Statutes, shall have sole voting power, as shall be more fully set forth in the Bylaws of the corporation, as such may be amended from time to time.

ARTICLE VI
SOVEREIGN IMMUNITY

All directors, officers, employees and volunteers serving this corporation, and all "health care providers" (as such term is defined in Section 766.1115, Florida Statutes) assisting or acting under the auspices of this corporation, shall be entitled to sovereign immunity pursuant to Section 766.1115, Florida Statutes, and may not be named as a defendant in any action arising out of the medical care or treatment provided by this corporation or such persons.

ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS

A. **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 seven (7) and not more than thirteen (13) persons. The initial number of directors of the corporation shall be seven (7); provided, however, that such number may be increased or decreased at any time by resolution duly adopted by the Board. At all times, the number of directors shall be an odd number. The term of office for all directors shall be three (3) years. The name and address of the initial directors of the corporation are:

Ranjit J. Silva, M.D.	101 Ave. C, N.E. Winter Haven, FL 33881
Lucy W. Ertenberg, M.D.	500 E. Central Ave. Winter Haven, FL 33880
Daniel O. Haight, M.D.	1290 Golfview Bartow, FL 33830
Donald R. Lewis, M.D.	2625 S. Florida Ave. Lakeland, FL 33803
Steven T. Flax, M.D.	1600 Lakeland Hills Blvd. Lakeland, FL 33805
Gary B. Schemmer, M.D.	400 Avenue K, S.E. Winter Haven, FL 33880
Beverly T. Murphy	832 Spring Lake Square Winter Haven, FL 33881

The manner in which the directors are elected shall be as stated in the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision or law may be taken without a meeting if all of the 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 shall be effective when the last director signs such consent, unless the consent specifies a different effective date. Any such action by written consent shall have the same force and effect as if taken by a vote of directors at a meeting.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation set forth in Article IV, in such manner, and 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 Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of at the direction of the Chief Judge of the Circuit Court in and for Polk County, Florida, exclusively for such purposes and to such organization or organizations.

ARTICLE IX

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to promoting the purposes set forth in Article IV above, and no part of the net income or assets of this corporation shall inure to the benefit of any director or officer thereof, or to for the benefit of any private individual.

ARTICLE X

REGISTERED AGENT AND OFFICE

The address of the corporation's initial principal office and registered office shall be 832 Spring Lake Square, Winter Haven, Florida, 33881, and the name of its registered agent at said address shall be Beverly T. Murphy.

ARTICLE XI
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made at any time in accordance with the Bylaws and by a resolution duly adopted by the Board of Directors.

ARTICLE XII
INCORPORATOR

The name and the street address of the incorporator of these Articles of Incorporation are:

Beverly T. Murphy
832 Spring Lake Square
Winter Haven, FL 33881

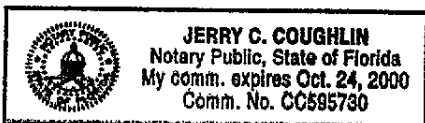
The undersigned incorporator has executed these Articles of Incorporation this 27th day of August, 1998.

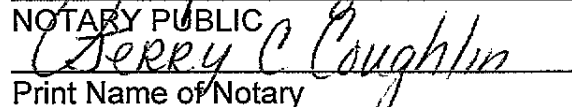

BEVERLY T. MURPHY

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 27th day of August, 1998, by **BEVERLY T. MURPHY**, who is personally known to me or produced a Florida driver's license as identification.

(SEAL)




NOTARY PUBLIC

Print Name of Notary
My Commission Expires: 10/24/2000

CERTIFICATE DESIGNATING REGISTERED

AGENT AND OFFICE

Pursuant to the provisions of Sections 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida:

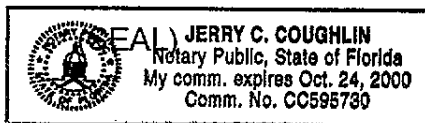
That WE CARE OF POLK COUNTY, INC., desiring to organize and qualify as a not-for-profit corporation under the laws of the State of Florida, with its initial registered office at 832 Spring Lake Square, Winter Haven, FL 33881, has named BEVERLY T. MURPHY, located at 832 Spring Lake Square, Winter Haven, FL 33881, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, BEVERLY T. MURPHY hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of her duties, of which she is familiar.

Beverly T. Murphy
BEVERLY T. MURPHY

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 27th day of August, 1998, by **BEVERLY T. MURPHY**, who is personally known to me or produced a Florida driver's license as identification.



Jerry C. Coughlin
NOTARY PUBLIC

Jerry C. Coughlin
Print Name of Notary

My Commission Expires: 10/24/2000