

705 005

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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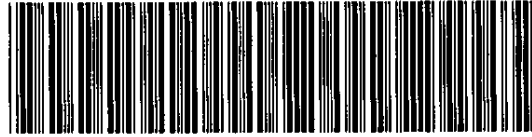
(Business Entity Name)

(Document Number)

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*Name Change & Amend*

12/23/09--01001--003 \*\*35.00

12/23/09--01001--004 \*\*8.75

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*ADR*  
*12/22/09*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Florida Medical Foundation

DOCUMENT NUMBER: 705005

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffery M. Scott  
(Name of Contact Person)

Florida Medical Association  
(Firm/ Company)

123 S. Adams St.  
(Address)

Tallahassee FL 32309  
(City/ State and Zip Code)

jscott@medone.org  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeff Scott at (850) 224-6496  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FILED

09 DEC 22 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

Florida Medical Foundation

(Name of Corporation as currently filed with the Florida Dept. of State)

705005

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

Florida Medical Association Foundation, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

**B. Enter new principal office address, if applicable:**  
(Principal office address MUST BE A STREET ADDRESS)

123 S. Adams St.

Tallahassee, FL 32301

**C. Enter new mailing address, if applicable:**  
(Mailing address MAY BE A POST OFFICE BOX)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

Jeffery M. Scott

New Registered Office Address:

123 S. Adams St.

(Florida street address)

Tallahassee

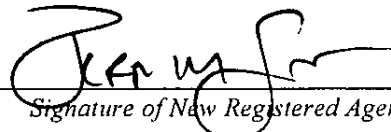
(City)

Florida 32301

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing



The date of each amendment(s) adoption: 12/21/09  
(date of adoption is required)

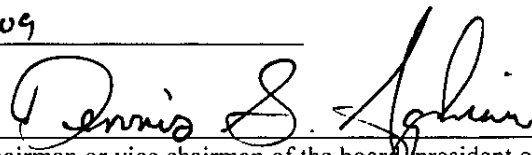
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 12/21/09

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Dennis S. Agliano, MD

(Typed or printed name of person signing)

Chairman

(Title of person signing)

**FLORIDA MEDICAL ASSOCIATION FOUNDATION, INC.**

**CHARTER**

[Approved by Edwin L. Jones, Circuit Judge, Duval County,  
Florida, September 24, 1956, as amended December 17, 1958]

**ARTICLE I**

~~The name of this corporation shall be: THE FLORIDA MEDICAL FOUNDATION. The principal office and place of business shall be at Jacksonville, Florida, until otherwise established and ordered by the Board of Directors. The business of this corporation shall be carried on at Jacksonville, Florida, and at such other places as may from time to time be authorized by the Board of Directors.~~

**Name**

The name of the Corporation is Florida Medical Association Foundation, Inc.

**ARTICLE II**

**Principal Office and Address**

**The physical and mailing address of the principal office of the corporation is 123 South Adams Street, Tallahassee, Florida 32301.**

**ARTICLE III**

**Purpose**

The general nature of the objects of the Foundation, organized and operated exclusively for charitable, scientific and educational purposes solely within exemption provided by 26 U.S.C.A. Internal Revenue Code, Section 501 (c) (3), is:

(a) To carry on, through the use of this Foundation's assets, including the income therefrom: the improvement of the health and of the medical care of the people of Florida; the sponsorship of graduate and post-graduate medical education without preference for any person; the aid to persons of Florida needing financial charitable assistance who are pursuing an education in medicine; the aid of deserving indigent or destitute physicians who by reason of illness, mental or physical incapacity need charitable assistance; and the promotion and sponsorship of medical research exclusively for public purposes and benefits; provided, no part of the assets or income of the Foundation shall inure to the benefit of any private member of the corporation or individual, and no substantial part of the Foundation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, or to participate in or intervene in, (including the publishing or distribution of any statements) any political campaign on behalf of any candidate for public office. Upon dissolution or any other termination

of the Foundation its entire assets shall be distributed to an organization qualified and accepted under said section 501 (c) (3) aforesaid.

(b) To receive by bequest, gift, devise, or in any other manner, money, assistance and any other form of contribution whether of real, personal or mixed property, from any and every source, governmental as well as private and particularly from any person or firm or from any public or private corporation or association of whatsoever nature to be used in the furtherance of the objects of this corporation.

(c) To establish one or more offices and to employ such agents, employees, and clerical force as may be deemed necessary or proper to conduct and carry on the work of the corporation and to pay for the services of such persons a reasonable compensation.

(d) To conduct and be contracted with, sue and be sued, invest and reinvest the funds of the corporation, and to do all acts and things requisite, necessary, proper or desirable to carry out and further the objects for which this corporation is formed.

## **ARTICLE III**

### **Membership**

The members of the Board of Governors of the Florida Medical Association, Inc., as from time to time constituted, shall, by virtue of such positions, be members of this corporation, and shall comprise the entire membership of this corporation. Any person who ceases to hold such a position shall cease to be a member of this corporation.

## **ARTICLE IV**

### **Duration**

This corporation shall have perpetual existence.

## **ARTICLE VI**

### **Subscribers**

The names and residences of the subscribers hereto are as follows:

<i>Name</i>	<i>Residence</i>
Francis H. Langley, M.D.	337 - 22nd Avenue North St. Petersburg, Florida
Eugene G. Peek, Jr., M.D.	117 South Magnolia Avenue Ocala, Florida
Meredith Mallory, M.D.	Box 2929 Orlando, Florida

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Clyde O. Anderson, M.D.	176 Fourth Avenue, N.E. St. Petersburg, Florida
Reuben B. Chrisman, Jr., M.D.	356 Alhambra Circle Coral Gables, Florida
Duncan T. McEwan, M.D.	Box 1909 Orlando, Florida
John D. Milton, M.D.	701 Huntington Building Miami, Florida
William C. Roberts, M.D.	348 Cove Boulevard Panama City, Florida
Samuel M. Day, M.D.	415 Medical Arts Building Jacksonville, Florida
Edward Jelks, M.D.	2244 St. Johns Avenue Jacksonville, Florida
Herbert L. Bryans, M.D.	21 ½ East Wright Street Pensacola, Florida
George S. Palmer, M.D.	515 North Adams Street Tallahassee, Florida

each of whom is presently a member of the Board of Governors of the Florida Medical Association, Inc.

## **ARTICLE VII**

### **Board of Directors**

~~The affairs of the corporation shall be managed by a Board of Directors selected as provided in Article VII hereof, and the following officers, selected by the Board of Directors: A president, one or more vice-presidents, a secretary and a treasurer, and such other officers as the Board of Directors may deem proper. All of the officers of the corporation shall be annually elected by the Board of Directors. One individual may hold two such offices except that the president or vice-president shall not also be the secretary or an assistant secretary of the corporation. Vacancies, if and when occurring in any office, may be filled by the Boards of Directors.~~

The affairs of the corporation shall be managed by a Board of Directors selected as provided in the bylaws. The total authorized number of directors of the corporation shall be not



less than five directors and no more than twenty-one directors until changed by an amendment of these articles of incorporation.

## **ARTICLE VII**

~~Until the first annual meeting of the members of the corporation, the business of the corporation shall be managed by the undersigned subscribers as and constituting the first Board of Directors of this corporation; and the Board of Directors, as constituted from time to time, shall have all the requisite power and authority, which is customarily vested in corporate directors, over the business and affairs of the corporation. The respective terms of office as such first directors shall commence upon the date of the approval of this Charter by the Judge of the Circuit Court, Fourth Judicial Circuit, in and for Duval County, Florida, and the respective terms of office as such first directors shall expire as hereinafter set forth. Until such first annual meeting of the members of the corporation the officers of the corporation shall be the undersigned subscribers; and the names of the officers, who are to manage all the affairs until the first election or appointment under the Charter are:~~

~~Edward Jelks, M. D. \_\_\_\_\_ President~~

~~John D. Milton, M. D. \_\_\_\_\_ Vice-President~~

~~Clyde O. Anderson, M.D. \_\_\_\_\_ Treasurer~~

~~Clyde O. Anderson, M.D. \_\_\_\_\_ Secretary~~

~~The annual meeting of the members of the corporation shall be held on the same date as the first meeting of the Board of Governors of the Florida Medical Association, Inc. following the conclusion of each annual convention of the Florida Medical Association, Inc., beginning with the year 1957.~~

~~From and after such annual meeting of the members of the corporation, the Board of Directors of this corporation shall be composed of five members appointed by the Board of Governors of the Florida Medical Association, Inc., three of whom shall be members of the Board of Governors of the Florida Medical Association, Inc.~~

## **ARTICLE VIII**

The first Board of Directors Of this corporation shall make and adopt by-laws for the corporation, and said Board and its successor in office shall have power to alter, amend, and rescind such by-laws or to adopt new by-laws.

## **ARTICLE IX**

The amount of indebtedness or liability to which the corporation may at any time subject itself shall never exceed a sum equal to two-thirds of the value of the property of the corporation;

in no event shall the amount of such indebtedness or liability be greater than fifty thousand dollars.

#### **~~ARTICLE X~~**

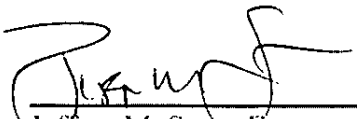
~~The amount in value of the real estate which the corporation may hold is seventy-five thousand dollars.~~

#### **ARTICLE XI**

No officers or director of this corporation shall receive, directly or indirectly, any compensation for his or her services as such officer or director, however, expenses incurred in and about the work of this corporation or advances made for the account of the corporation, reasonable in character and amount, may be paid by the treasurer to persons of the aforesaid classes after a statement thereof shall have been submitted to and approved for payment by the Board of Directors.

#### Acceptance of Appointment as Registered Agent

Having been named as registered agent to accept service of process for the above stated 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.

  
\_\_\_\_\_  
Jeffery M. Scott, Esq.  
Registered Agent  
Date: 12/21/09