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Volusia Academy of Medicine, Inc.
PO Box 9595
Daytona Beach, FL 32120-9595
(386) 255-3321

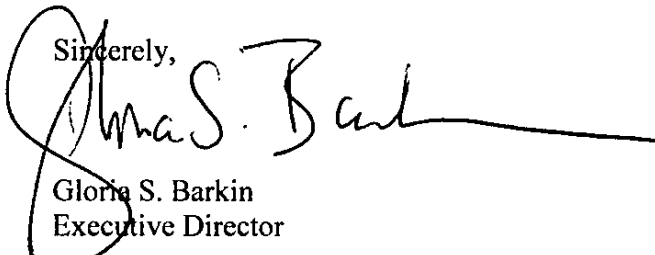
Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Gentlemen:

Attached are the Amended and Restated Articles of Incorporation for the above-corporation and the Amended and Restated By-laws. Also enclosed is a check in the amount of \$43.75 to cover the filing fee and providing us with a certified copy of the documents.

Thanking you in advance for your assistance.

Sincerely,



Gloria S. Barkin
Executive Director

Encs. (3)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VOLUSIA ACADEMY OF MEDICINE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be the VOLUSIA ACADEMY OF MEDICINE, INC.

ARTICLE II

General Nature and Purpose of the
Corporation.

The general nature and purpose of the corporation shall be:

(A) The promotion, encouragement, and support of medical and health education for its members and the general public in Volusia County, Florida, and elsewhere.

(B) To establish, conduct, and manage research facilities of any nature for the advancement of the knowledge of the science of medicine, health habits, health care delivery and health promotional methods, both for its own members and the general public.

(C) To employ, contract for or otherwise obtain the services of educators, medical doctors, research specialists, and/or other authorities in the science of medicine and health to engage in lectures, research, teaching, and demonstrations on the subject of medicine and health care delivery.

(D) To grant loans and/or scholarship gifts and otherwise render assistance to students attending medical school or engaged in advanced studies in medicine, health care, and related fields.

(E) To construct, erect, build, maintain, manage, support and supervise libraries, classrooms, and other facilities for the furtherance of education in the field of medicine and health.

(F) To establish, maintain and perpetuate lectureships using monies gifted or devised from any source and accompanied by directions to establish a lectureship of topic concentration pertaining to any specialized or general area of medical practice or the delivery of medical services. Such lectureship shall include the David L. Goddard Lectureship now existing.

(G) To borrow money, to contract debts when necessary to the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, bills of exchange, debentures and

other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation.

(H) To have one or more offices, and to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or manner.

(I) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(J) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises and other assets.

(K) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(L) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, in its own right, as Trustee or in any other fiduciary capacity, wheresoever situated.

(M) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(N) To make donations for the public welfare or for charitable, scientific, educational, or other similar purposes.

(O) To do all and everything necessary or appropriate for the accomplishment of any of its purposes, the obtaining of any of its objects, the furtherance of any of the powers enumerated in this Charter or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, trustee, or otherwise.

(P) Notwithstanding anything in these Articles otherwise expressed or implied, the Board of Directors, Managing Director and all other employees, agents and contractors of the Academy shall be prohibited from using, directly or indirectly, monies or funds owned or controlled by the Academy for political or socioeconomic purposes of any nature or description.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

This corporation is not organized for pecuniary profit nor does it have any power to issue certificates of stock or declare dividends and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation, of whatsoever kind and nature, shall be used and distributed exclusively for educational purposes.

ARTICLE III Membership.

The membership of this corporation shall consist of physicians licensed under Chapter 458 and Chapter 459, Florida Statutes and any individual, corporation or other legal entity who subscribes to the general nature and purposes of the corporation.

ARTICLE IV Term of Existence.

This corporation shall have perpetual existence.

ARTICLE V

The names of the original subscribers to this Charter are as follows:

Dr. Thomas E. Scott, Jr.
Dr. Forbes Simpson
Dr. James A. Carratt
Dr. James P. Andrews
Dr. Herbert Kerman
Dr. Russell Welsh

ARTICLE VI Management

The affairs of this corporation shall be managed by a Board of Directors of five (5) members. The manner in which they are elected or appointed, their qualifications and duties, the manner in which they may be terminated, their term of office and other matters pertaining to the Board of Directors and its Executive Committee is set forth in the By-laws of this corporation.

ARTICLE. VII Officers

The number, title and duties of the officers of the corporation and manner of their election or appointment is provided by the By-laws of the corporation.

ARTICLE VIII
Amendment to Articles of Incorporation

The Articles of Incorporation may be amended upon the recommendation of not less than four (4) of the Directors by written action or at any duly noticed special or regular meeting; or, by vote of the membership in accordance with the By-Laws at any annual or special meeting.

ARTICLE IX
Dissolution


This corporation may be dissolved in accordance with Chapter 617.1402 of the Florida Statutes. In the event of dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the properties and assets of the corporation shall be distributed to such non-profit scientific, educational and charitable organizations as may be selected by the Board of Directors of the corporation so that the properties and assets of the corporation shall, in that event, be used for and devoted to the purposes of advancing knowledge of the science of medicine and health; and in no event shall the properties or assets of this corporation, or the proceeds of any of said properties or assets, be distributed to or inure to the benefit of any member, director, or individual. In the event that, upon dissolution, the Board of Directors of the corporation are unable to agree upon the manner of distribution of, or the organizations to receive, the properties and assets of the corporation, the distribution of said properties and assets and the recipients thereof, shall be determined by the Circuit Court of the Seventh Judicial Circuit, of Volusia County, Florida.

Adoption of Amendment

The above stated amendments were adopted on the 9th day of October, 2007, by the members, and the number of votes cast for the amendment was sufficient for approval.

DATED: December 30, 2007.

VOLUSIA ACADEMY OF MEDICINE, INC.

By 
James A. Carratt, President

AMENDED AND RESTATED
BY-LAWS OF VOLUSIA ACADEMY OF MEDICINE, INC.

ARTICLE I. NAME

This corporation shall be known as Volusia Academy of Medicine, Inc., a nonprofit Florida corporation.

ARTICLE II. OBJECTS

The objects of this corporation are as set forth in Article II of the Charter of this corporation.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. Meetings of membership shall be held as required by Chapter 617, Florida Statutes, as amended from time to time; or, as provided by Section 2 next below.

Section 2. Special meetings. Special meetings may be held at the call of the President or majority vote of the Board of Directors.

Section 3. Notice. At least five days' notice in writing of a members meeting, whether annual, regular or special, shall be mailed to each member of the corporation at his or her usual place of business or residence.

Section 4. Order of Business. Order of business at meeting of Members:

- A. Roll Call
- B. Reading of Notice of Meeting
- C. Reading of Minutes of Previous Meeting
- D. Report of President
- E. Report of Treasurer
- F. Report of Secretary
- G. Transaction of Business Mentioned in the Notice
- H. Adjournment

Section 5. Quorum. Not less than twelve members shall constitute a quorum for the transaction of business, but if at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place.

Section 6. Voting. Every member of the corporation in good standing, shall have the right and be entitled to one vote, in person or by proxy, upon every proposal properly submitted to vote at any meeting of the corporation.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number and Term of Directors. The business, property and affairs of this corporation shall be managed by a Board of Directors composed of five (5) persons who shall be elected by a majority of the membership present (by proxy or in person) and voting at the annual meeting. Each director shall hold office for a term of three (3) years or until his or her successor shall have been elected and qualified. The initial Board of Directors shall stagger the terms of the incumbent Directors in order to assure continuity of the knowledge and activities of the Board.

Section 2. Qualifications. The Board of Directors shall be individuals who are members of the Academy and residents of Volusia County, Florida.

Section 3. Duties of the Board. The Board of Directors shall determine the policies, fiscal matters, employment of staff and other personnel policies and in general assume responsibility for the guidance of the affairs of the corporation.

Section 4. Quorum. The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 5. Directors Meetings. The Board of Directors may hold meetings in or outside the State of Florida and at such times as the Board of Directors may fix, and at other times upon the call of the President or by two of the Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than five days before the meeting, unless each Director shall waive notice thereof before, at, or after the meeting.

Section 6. Vacancies. Vacancies in the Board of Directors shall be filled by election by the remaining directors. Each person so elected to fill a vacancy shall remain a director until his or her resignation or until the director become fails to meet the qualification requirement of Section 2 above.

Section 7. Power to Elect Officers. The Board of Directors, at their annual meeting, shall elect a President, Vice-President and Secretary-Treasurer. The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem necessary for the transaction of the business of the corporation. The Board shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

Section 8. Removal of Directors, Officers and/or Employees. Any Director, officer and/or employee may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of the corporation will be served thereby, by a majority vote of the Board of Directors. Failure to attend four consecutive meetings without a valid excuse shall constitute cause for the removal of a Director.

Section 9. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or

Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10. Appointment of Executive Committee and Managing Director. The Board of Directors shall appoint a Managing Director and an Executive Committee composed of two (2) Directors and the Managing Director, at the annual meeting of the Board of Directors. The Managing Director and, as necessary, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.

Section 11. Administration of Specific Named Lectureships. The Executive Committee shall be responsible for the conduct of administration of all lectureships including the David L. Goddard Lectureship (e.g. disbursement of such funds, publicizing the donor(s) and recipient(s) of funds as may be reasonably necessary or desired incident to the administration of any gift delivered to the Academy which is subject to any specific consideration or interest identified and imposed by the donor. Whenever possible the Executive Committee should consult and involve current clinically active physicians who may share the same area of interest of the Donor(s) in the selection of the lecturer. Each Specific Named Lectureship shall strive to conduct an annual event.

Section 12. Annual Reports. The President and Secretary-Treasurer shall present their respective reports of the operation of the corporation for the preceding year, at the annual meeting of the Board of Directors and annual meeting of the members. The Treasurer's report shall accompany the notice of such annual meetings. The Treasurer's report shall detail the income received and expenses paid by the corporation during the preceding year and a budget reflecting anticipated income and expenses for the ensuing year.

Section 13. Action by Directors Without Meeting. Any action of the Board or of the Executive Committee required or permitted by these By-laws may be taken at a meeting or evidenced by one or more written consents signed by all directors or all Executive Committee members, as the case may be.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the Board of Directors shall be the officers of this corporation. They shall consist of the President, Vice-President, and Secretary-Treasurer, all of whom shall be members of the Board of Directors. Each officer shall be elected to hold office for a period of one year.

Section 2. President.

A. The President, who shall also serve as the Managing Director, shall:

(1) preside at all meetings of the Board of Directors and at all meetings of the Executive Committee;

(2) Subject to the ratification or prior approval by the Board of Directors, make all

committee appointments other than the Executive Committee;

- (3) be a member ex-officio of all committees;
- (4) be chairman of the Executive Committee;
- (5) perform all other duties usually pertaining to the office of President.

Section 3. Vice-President.

A. The Vice-President shall:

- (1) preside at all meetings of the Board of Directors and at all meetings of the Executive Committee in the absence of the President;
- (2) perform all such other duties usually pertaining to the office of Vice-President.

Section 4. Treasurer

A. The Treasurer shall:

- (1) be custodian of all funds and securities of the corporation and collect interest thereon;
- (2) keep a record of the accounts of the corporation and report thereon at each regular meeting of the Board of Directors;
- (3) deposit all moneys of the corporation in the name of the corporation, in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes, upon the joint signatures of two of the officers of the corporation, one of whom shall be the Treasurer and the other of whom shall be the President or Vice-President;
- (4) give bond in such amount as the Board of Directors may require, the corporation to pay the premium for such bond;
- (5) prepare and file reports and returns required by all governmental agencies.

B. The detailed bookkeeping shall be performed by a paid qualified bookkeeper.

C. All securities and other valuable papers shall be placed in a safety deposit box or vault, designated by the Board of Directors, which may be opened only upon the joint signatures of two of the officers of the corporation one of whom shall be the Secretary-Treasurer and the other of whom shall be the President or Vice-President.

D. The Secretary-Treasurer's accounts and the bookkeeper's records shall be audited annually

by a firm of certified public accountants at the expense of the corporation.

Section 5. Secretary.

A. The Secretary shall:

- (1) cause a record to be made [the minutes] of actions taken at all meetings of the Board or Executive Committee;
- (2) cause the minutes be prepared in writing as soon as practicable following the meeting;
- (3) have custody of the seal and minute book and records of the corporation;
- (4) cause notices be given of all meetings required by statutes, by-laws or resolutions;
- (5) cause to be prepared and signed all necessary correspondence of the corporation;
- (6) perform such other duties as may be delegated to him by the Board of Directors and by the Executive Committee.

ARTICLE VI. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE VII. RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws.

ARTICLE VIII. AMENDMENTS

The Board of Directors may later amend, revise, add to, repeal or rescind these by-laws and/or adopt new by-laws at pleasure by a majority vote of all the members of the Board of Directors at any meeting of the Board of Directors, provided that notice of the proposed alteration, amendment, revision, addition, repeal or rescission of the by-laws or adoption of new by-laws shall have been given at least thirty days preceding the meeting.

ARTICLE IX. CORPORATE SEAL

The Board of Directors shall provide a suitable seal containing the name of the corporation and the words "corporation not for profit", which seal shall be in charge of the Secretary-Treasurer. The seal of this corporation must be affixed to all Certificates of Membership and other documents, contracts and papers as the Board of Directors may prescribe.

ARTICLE X. MEMBERSHIP

Section 1. Admission to Membership. Applications for membership shall be submitted in writing to the Secretary Treasurer, on an application form prepared and approved by the Board of Directors and referred to the Board of Directors for confirmation of eligibility. Upon such confirmation by the Board of Directors, the new member shall be notified in writing concerning the action of the Board and payment of the dues for one year.

Section 2. Proxies. Any member shall be permitted to vote at any meeting by a proxy in writing, submitted to the Secretary-Treasurer of the corporation before or at the time of the meeting.

Section 3. Resignations. Resignation shall be made in writing to the Secretary-Treasurer and acted upon by the Board of Directors at their next regular meeting. No resignation shall be accepted by the Board of Directors unless the member's dues are in good standing.

ARTICLE XI. INITIATION FEES AND DUES

There shall be no initiation fee payable upon election to membership. Annual dues shall be set from time to time by the Board of Directors and shall be due and payable simultaneously with the annual dues of the Volusia County Medical Society, Inc.

ARTICLE XII. AUDIT OF BOOKS

After the closing of each fiscal year there shall be an annual review of the corporation financial records by a certified public accountant. Copies of the review report shall be made available to all members by the Treasurer. Books of account and membership records shall be available for inspection by any member at all reasonable times.

-END OF BYLAWS-
(Adopted October 9, 2007)