

712669

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

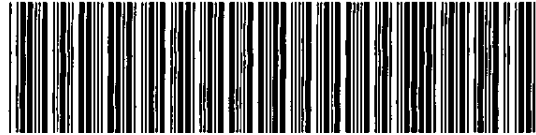
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200121663262

04/08/08--01036--024 **52.50

FILED

08 APR -8 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend + Estate
+ c/s 4-11-08
+ cc*

Sarasota County Medical Society Alliance Foundation, Inc.

Physicians' Families Dedicated to Caring for Our Community

April 3, 2008

TO: Amendment Section, Division of Corporations

NAME OF CORPORATION: Sarasota County Medical Society Alliance Foundation, Inc.

DOCUMENT NUMBER: 712669

The enclosed ***Amended and Restated Articles of Incorporation*** and fee are submitted for filing.

Please return all correspondence concerning this matter to:

Susie Reeder

Sarasota County Medical Society Alliance Foundation, Inc.

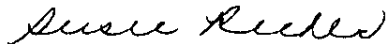
1125 North Lake Shore Drive

Sarasota, FL 34231

For further information concerning this matter, please contact:

Susie Reeder at (941) 922-4724; meredithreeder@comcast.net

Enclosed is a check for \$52.50 for the filing fee, Certificate of Status, and a Certified Copy (additional copy enclosed).



Susie Reeder, Bylaws Chair

**AMENDED and RESTATED
ARTICLES OF INCORPORATION
OF**

SARASOTA COUNTY MEDICAL SOCIETY ALLIANCE FOUNDATION, INC.

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the above-named Florida corporation not for profit hereby adopts the following Amended and Restated Articles of Incorporation. The Corporation was formed and the Articles of Incorporation filed with the Florida Department of State on April 28, 1967, Document Number 712669. The Amended and Restated Articles of Incorporation was proposed by the Board of Directors and approved and adopted on August 22, 2007, by the majority of Members entitled to vote on the amendment, and the number of votes cast by the Members was sufficient for approval. The Articles of Incorporation of **Sarasota County Medical Society Alliance Foundation, Inc.** are hereby amended and restated as follows:

ARTICLE 1. NAME

The name of this corporation is **Sarasota County Medical Society Alliance Foundation, Inc.**, a Florida Not for Profit Corporation (the "Corporation").

ARTICLE II. PRINCIPAL PLACE OF BUSINESS and MAILING ADDRESS

Section 1. The principal place of business of the Corporation is 4153 Clark Road, Sarasota, Florida 34233. The Corporation may conduct business at locations other than the principal place of business. The Directors of the Corporation may change the location of the principal place of business of said Corporation from time to time.

Section 2. The mailing address of the Corporation is 2999 South Tamiami Trail, Sarasota, Florida, 34239.

ARTICLE III. PURPOSES

The general nature of the objects and purposes of the Corporation shall be:

FILED
08 APR - 8 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 1. Through its members to assist the Sarasota County Medical Society, Inc. in its program for the advancement of medicine and public health;

Section 2. To work in partnership with the Sarasota County Medical Society, Inc. to promote health education, to identify and address health care needs and issues, and to support health-related charitable endeavors; and

Section 3. To receive and disburse gifts for the promotion of the objects and purposes of the Corporation.

Section 4. Restrictions.

(a) Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used and abided exclusively for charitable, scientific, literary, educational, or administrative purposes, and so that no part of the net earnings of the Corporation will in any event inure to the personal benefit of any member, officer, or trustee of the Corporation or to any organization or individual; provided, however, that a reasonable compensation may be paid to any member, officer, or trustee of the Corporation in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above, and further that organizations and/or individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary or educational purpose and in furtherance of the object and purposes of the Corporation.

(b) The Corporation shall not engage otherwise than as an insubstantial part of its total activities in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and no part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals any substantial part of the activities of which consist of attempts to influence legislation by propaganda or otherwise or that participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

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 IRC Section Code 501(c)(3) or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under the Internal Revenue Code of 1986, as amended, or of any future federal tax code.

ARTICLE IV. MEMBERSHIP

The membership of the Corporation shall constitute such persons as, from time to time hereafter, may become members in the manner provided in the By-Laws. There shall be such classes of membership as provided in the By-Laws, and the rights and privileges of each class shall be as provided therein.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. BOARD OF DIRECTORS

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors composed of the officers of the Corporation and such other members as may from time to time be provided for in the By-Laws. Each officer and each member of the Board of Directors shall be elected and/or appointed at the time and in the manner fixed in the By-Laws.

ARTICLE VII. OFFICERS

Section 1. The affairs of the Corporation shall be managed by the following officers: President, Vice President, Secretary, Treasurer, and Parliamentarian, and such other officers as may be prescribed from time to time in the By-Laws. The powers, duties, and terms of office of all officers and methods of filling vacancies in the office shall be prescribed from time to time in the By-Laws. Each officer shall perform the duties of the office until a successor has been elected.

Section 2. The names of the current officers, who are to serve until their successors have been elected, are:

President: Mrs. Mary Agrawal
3264 Walter Travis Drive
Sarasota, Florida 34240

Vice President: Mrs. Stephanie Sugar
2524 Colony Terrace
Sarasota, Florida 34239

Secretary: Mrs. Rachel Silverman
7691 Donald Ross Road West
Sarasota, Florida 34240

Treasurer: Mrs. Janet Lakomy
4534 Eagle Ridge Lane
Sarasota, Florida 34238

Parliamentarian: Mrs. Susie Reeder
1125 North Lake Shore Drive
Sarasota, Florida 34231

ARTICLE VIII. REGISTERED AGENT AND ADDRESS

The Registered Agent and the street address of the registered office of this Corporation shall be: Mrs. Lori-Nan Mihaley at the address of 2999 South Tamiami Trail, Sarasota, Florida 34239.

ARTICLE IX. BY-LAWS

The By-Laws of the Corporation may be made, altered, or rescinded by a two-thirds vote of the members present at any meeting of the Corporation after such notice and procedures as may be prescribed from time to time in the By-Laws.

ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by approval of two-thirds (2/3) of the members present at any meeting of the Corporation after such notice and procedures as may be prescribed from time to time in the By-Laws.

ARTICLE XI. POWERS

In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XII. INDEMNIFICATION

Every director and every officer of the Corporation, and every member of the Corporation serving the Corporation at its request, shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of him or her having served the Corporation at its request, whether or not he or she is a director or officer or member serving the Corporation at the time the expenses or liabilities are incurred, except when the director, officer or member serving the Corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being in the best interest of the Corporation. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer, or member serving the Corporation may be entitled.

ARTICLE XIII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm, or corporation shall ever receive any dividends or profits from the undertaking of the Corporation; and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations that have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or to the federal government, or to a state or local government, for a public purpose; and none of the assets will be distributed to any member, officer or trustee of the Corporation.

The date of adoption of these Amended and Restated Articles of Incorporation was the 22nd day of August, 2007.

IN WITNESS WHEREOF, we, the undersigned President and Treasurer of this Not for Profit Corporation have executed on this 17th day of March, 2008.

**SARASOTA COUNTY MEDICAL SOCIETY
ALLIANCE FOUNDATION, INC.**

By: Mary Agrawal
Mary Agrawal, President

By: Janet M. Lakomy
Janet Lakomy, Treasurer

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for **SARASOTA COUNTY MEDICAL SOCIETY ALLIANCE FOUNDATION, INC.**, at the registered office designated in the Amended and Restated Articles, I hereby accept such designation and agree to serve as Registered Agent.

DATE: 4/3/08, 2008

Lori-Nan Mihaley
Lori-Nan Mihaley

"REGISTERED AGENT"