

755140

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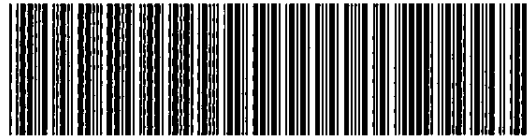
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*Amended  
& Restated*

12/16/10--01006--016 \*\*43.75

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2010 DEC 16 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Ad*  
12/20/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Community Health Centers of Pinellas, Inc.

**DOCUMENT NUMBER:** 755140

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

Please return all correspondence concerning this matter to the following:

Patricia Mabe, CEO/President  
(Name of Contact Person)

Community Health Centers of Pinellas, Inc.  
(Firm/ Company)

1344 - 22nd Street, South  
(Address)

St. Petersburg, FL 33712  
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

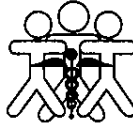
Pat Mabe at ( 727 ) 824-8100  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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



**COMMUNITY HEALTH CENTERS**  
**OF PINELLAS, INC.**

December 14, 2010

Florida Department of State  
Amendment Section  
P. O. Box 6327  
Tallahassee, FL 32314

Document Number: 755140

Dear Sir/Madam:

I enclose herewith two copies of properly executed Amended and Restated Articles of Incorporation for Community Health Centers of Pinellas, Inc., and a check in the amount of \$43.75 to cover Filing Fee & a returned Certified Copy after the filing has been recorded.

Thank you,

Pearl Williamson  
Assistant to CEO,  
Pat Mabe

Encls.



FILED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

2010 DEC 16 PM 4:19

**OF**

**COMMUNITY HEALTH CENTERS OF PINELLAS, INC.**  
(A Corporation Not for Profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned directors of Community Health Centers of Pinellas, Inc., each being natural persons of the age of twenty-one years or more and citizens of the United States pursuant to Chapter 617, Florida Statutes, adopt the following Amended and Restated Articles of Incorporation of such Corporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the Corporation shall be:

COMMUNITY HEALTH CENTERS OF PINELLAS, INC.

**ARTICLE II**

**DURATION**

The period of the duration of this Corporation shall be perpetual, unless dissolved according to law. The effective date shall be the date of the initial filing with the Florida Secretary of State.

**ARTICLE III**

**PURPOSES, POWERS & LIMITATIONS**

1. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, shall engage in all activities properly related to the foregoing, and shall be operated in accordance with the provisions of §501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, and any subsequent federal tax law (the "Code"). The Corporation shall not engage, directly or indirectly, in any activity that would prevent it from qualifying, and continuing to qualify, under § 501(c)(3) of the Code or that would be prohibited by the Florida Not For Profit Corporation Act (the "Act"). Without limiting the generality of the foregoing, the Corporation shall have such powers as are necessary or proper to accomplish such purposes.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any individual, member, director, officer, or private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, based on the nature of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.
3. 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 any candidate for public office.

4. The Corporation is empowered to accept donations from Corporations, individuals, grants from non-profit organizations worldwide, city and county government donations, state donations, U.S. government and foreign government donations or grants.
5. Subject to the purposes described in paragraph 1. of this Article III, the Corporation is organized primarily for the purpose of providing primary care health services as a community health center, with an emphasis on medically underserved communities, and to manage, operate, maintain, support and otherwise advance charitable, educational and benevolent activities in the field of behavioral and physical health care, health and behavioral health education and training, scientific research, health facilities, health management and other related fields in order to advance the health and well being of medically underserved consumers, families, and communities.
6. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a Corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a non-profit Corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.
7. Subject to and in accordance with Florida Statutes Section 617.0105, the Corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943 (c) which would give rise to any liability for the tax imposed by Code Section 4943 (a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), nor (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

#### **ARTICLE IV**

##### **MEMBERS**

The provisions for categories of members and their respective privileges, qualification of members and the manner of their election shall be provided in the By-Laws. Members who are consumer members and non-consumer members, as defined in the By-Laws, shall have the right to elect members of the Board of Directors as provided in these Articles and in the By-Laws of the Corporation.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

1. The Corporation shall be managed by a Board of Directors. The Directors shall have the sole voting power to manage the affairs of this Corporation. The Board of Directors of the Corporation shall consist of a range of nine (9) and no more than twenty-five (25) members. The composition of the Board members shall be as follows: over half must be residents of the Corporation's service area and reasonably represent the demographics of the areas served, as well as being users of the Center. Board members that are users of the Center shall be referred to as "consumer members."
2. No more than one half (½) of the remaining non-consumer members of the Board may derive more than ten (10) percent of their income from the health care industry.
3. The remaining non-consumer Board members shall be selected for their expertise in various areas, and shall be representative of the catchment area.
4. No member of the Board shall be an employee of the Center, or spouse or child, parent, brother or sister by blood or marriage of any employee of the Center.
5. Directors shall be elected and hold office in accordance with the By-Laws.
6. The names and addresses of the persons who serve as the Directors of the Corporation as of the effective date of these Amended and Restated Articles of Incorporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Maria Bermudez	360 Royal Palms Drive Largo, FL 33771
Evelyn Bethell	14320 Apache Avenue Largo, FL 33774
Cindy McNulty	7551 Cumberland Road #15 Largo, FL 33777
Ronald J. Moldenhauer	826 Lakeside Terrace Palm Harbor, FL 34683
Frances Serrano-Lux	1700 Bellemeade Drive Clearwater, FL 33755
Joseph L. Smith	980 – 64 <sup>th</sup> Avenue South St. Petersburg, FL 33705
Mary Turner	1887 – 54 <sup>th</sup> Avenue South St. Petersburg, FL 33712
David T. Welch	1600 – 25 <sup>th</sup> Avenue South St. Petersburg, FL 33705
Luke C. Williams	1300 First Avenue North St. Petersburg, FL 33701

## **ARTICLE VI**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Governing Board shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Governing Board shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principle office of the Corporation is then located exclusively for the aforesaid purposes of the Corporation to such qualified organization or organizations as aid court shall determine. For purposes of this Article, an organization is "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 107(c)(1) or 170(c)(2)(b) of the Internal Revenue Code of 1986 and is described in Section 509(a)(1)(2)(3) of said code. Any reference in these Articles of a section of the Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue Code.

## **ARTICLE VII**

### **MEETINGS**

1. The annual meeting for the election of members of the Board of Directors shall be held as provided in the By-Laws.
2. The Corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings and shall provide notice of all such meetings in accordance with the By-Laws.
3. A quorum shall consist of one-third (1/3) of the membership, plus one. No official business may be transacted, nor shall any resolution be adopted or passed at meetings unless a quorum is present. However, a quorum shall consist of one-half (1/2) of the membership, plus one if the Board shall consider: 1) amending the Articles of Incorporation or Bylaws; 2) removal of a Director or Officer; or 3) the hiring or termination of the CEO.

## **ARTICLE VIII**

### **BY-LAWS**

1. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.
2. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of those Directors present at a regular meeting or any special meeting called for that purpose at which a quorum of Directors is present.

## **ARTICLE IX**

### **AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the Directors at which a quorum is present, called for that purpose, by a majority vote.

## **ARTICLE X**

### **REGISTERED OFFICE AND AGENT**

The principal office of this Corporation shall be at 1344 – 22<sup>nd</sup> Street South, St. Petersburg, FL 33712, and the name of its registered agent shall be Grant Petersen, Esq., Ogletree, Deakins, Smoak & Stewart, 100 North Tampa Street Suite 3600, Tampa, FL 33602.

## **ARTICLE XI**

### **OFFICERS**

1. The officers of the Corporation shall be the Chair, Immediate Past Chair, Vice-Chair, Secretary, Treasurer, and such other officers as may be provided in the By-Laws and will be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.
2. The officers of the Corporation may receive compensation as defined by the By-Laws of the Corporation and may be modified by the Board of Directors from time to time as set forth by the By-Laws.

## **ARTICLE XII**

### **INDEMNIFICATION**

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party to any pending or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, including any appeal thereof, and whether or not by or in the right of the Corporation (collectively, a "Proceeding") by reason of the fact that such person was or is a Director, Officer, employee, member of any community advisory committees that may be convened from time-to-time, or agent of the Corporation, or was or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise (including service with respect to employee benefit plans), against any liability, expenses (including reasonable attorneys fees and court costs), fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such Proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal Proceeding, had no reasonable cause to believe his or her conduct was unlawful.

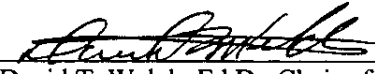


**Right Not Exclusive.** The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such indemnified person may be entitled.

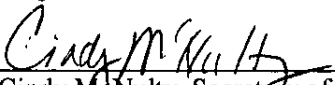
**Nature and Extent of Rights.** The provisions of this Article XII shall be deemed to be a contract right while this Article VIII is in effect and each such person shall be deemed to be so serving in reliance on the provisions of this Article VIII. Any amendment or repeal of this Article VIII or adoption of any bylaw or provision in the Articles of Incorporation of the Corporation which has the effect of increasing the liability of any such person shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the amendment or repeal of this Article VIII, or adoption of such bylaw or provision. The right of indemnification provided herein shall continue as to a person who has ceased to be a Director, officer, employee or agent, or to serve in any other capacity on behalf of the Corporation described above, and shall inure to the benefit of such person's heirs, executors and administrators.

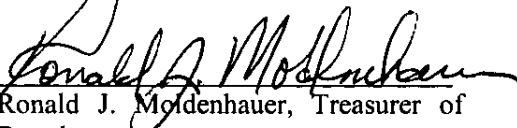
**Insurance.** The Corporation shall purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article XII.

**IN WITNESS WHEREOF,** the undersigned Directors have executed these Amended and Restated Articles of Incorporation this 16th day of November, 2010.

  
David T. Welch, Ed.D., Chair of Board

  
Evelyn Bethell, Vice Chair of Board

  
Cindy McNulty, Secretary of Board

  
Ronald J. Moldenhauer, Treasurer of Board

**CERTIFICATE AS TO  
RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF**

**COMMUNITY HEALTH CENTERS OF PINELLAS, INC.**

Pursuant to the provision of Section 617 of the Florida Corporation Act, the undersigned, President and CEO of Community Health Centers of Pinellas, Inc., certifies that:

1. There are no members entitled to vote on an Amendment to the Corporation's Articles of Incorporation.
2. The attached Restated and Amended Articles of Incorporation were duly adopted by the Board of Directors of the Corporation on November 16, 2010, in the manner prescribed by applicable law.

**COMMUNITY HEALTH CENTERS  
OF PINELLAS, INC.**

By: Pat Mabe  
Pat Mabe, President  
& Chief Executive Officer