

N0000000/748

TRANSMITTAL LETTER

FILED

00 MAR 13 AM 9:00

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200003168002--6  
-03/13/00-01155-001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: The Society for Prevention of Cruelty  
(Proposed corporate name - must include suffix)  
to Patients, Inc.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Carol STRONSTORFF  
Name (Printed or typed)

1840 Restful Dr.  
Address

Bradenton, FL 34207  
City, State & Zip

941-758-8968  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN MAR 20 2000

**FILED**  
00 MAR 13 AM 9:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
of  
**The Society for Prevention of Cruelty to Patients, inc.**

**KNOW ALL MEN BY THESE PRESENTS:**

That I, the undersigned, desiring to form a Non-profit Corporation under and pursuant to the laws of the state of Florida, and for that purpose, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME:**

The name of the corporation shall be:

The Society for Prevention of Cruelty to Patients, inc. .

**ARTICLE II**

**PRINCIPAL OFFICE:**

The principal place of business and mailing address of this corporation shall be:

4914 34th Ave., W.  
Bradenton, FL 34209

The corporation may transact its business and maintain offices for such purposes at such other places either within or without this State.

**ARTICLE III**

**PURPOSE:**

The purpose for which this corporation is organized is the transaction of any and all business for which non-profit corporations may be incorporated under the laws of this State, as then may be amended from time to time, except that said corporation is, organized exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

## **ARTICLE IV**

### **SPECIFIC PURPOSE:**

The specific purpose for which this corporation is organized and intends actually to engage in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct, are as follows:

1. To gather information on victims of the Florida Wrongful Death Statute as related to medical malpractice.
2. To aid in correcting abuse by doctors, hospitals, other health care-giving institutions, regulatory agencies, and the employees thereof.
3. To provide information and connection to other helpful organizations.

within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501 (c)(3), or the corresponding provisions of any future United States Internal Revenue Laws.

## **ARTICLE V**

### **INCORPORATOR:**

The name and address of the incorporator of this corporation is:

Carol Stronstorff  
1840 Restful Drive  
Bradenton, FL 34207

## **ARTICLE VI**

### **BOARD OF DIRECTORS:**

The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than three, nor more than five members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Board of Directors may fill any vacancy which may occur on the Board of Directors pending the next annual meeting of either the members, if a membership non-profit corporation; or the Board of Directors, if a non-membership or limited membership non-profit corporation.

The persons appointed to serve on the Board of Directors may be appointed to serve as directors for any term of years, not to exceed 5 years, which said term shall commence the date of appointment unless otherwise designated by the Board of Directors. The Bylaws shall specify the number of directors necessary to constitute a lawful quorum. The Board of Directors may, by proper resolution or resolutions passed

by a lawful quorum of the whole board, designate one or more communities which, to the extent provided in said resolution or resolutions, or in the Bylaws, shall have and may exercise those powers so designated in the resolution or resolutions, or in the Bylaws, on the management of the activities and affairs of the corporation, and may have the power to authorize the Seal of the corporation to be fixed to all papers, documents or writings which may require it, and such committee or committees shall have such name or names as may be stated in the Bylaws, or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers of the corporation as the Bylaws may specify, who shall, subject to the provisions of the Bylaws, have such titles and exercise such duties as the Bylaws provide. The Board of Directors is authorized to make, adopt, alter or repeal the Bylaws of this corporation, or any article therein, provided such authority and power is not vested and reserved to members of the corporation, if applicable.

## **ARTICLE VII**

### **LIMITATIONS:**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article IV hereof. 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 campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE VIII**

### **DISSOLUTION:**

In the event of a dissolution of this corporation, any assets remaining after payment to creditors shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government for public purposes. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County where the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IX**

**PRIVATE PROPERTY:**

The private property of the directors, members (if any), officers, employees and agents of the corporation shall be forever exempt from any and all debts of every kind and nature incurred by the corporation, and as authorized by the laws of this State.

**ARTICLE X****INDEMNIFICATION:**

The corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or have been, a director, officer, employee or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this corporation.

**ARTICLE XI****DIRECTOR'S LIABILITY:**

No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely: (1) A breach of duty of loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation which the director derived an improper personal benefit, or (5) Any act or acts that can be defined under the laws of this State as 'Director Conflicts Of Interest'.

**ARTICLE XII****ANNUAL MEETING:**

The annual meeting of the Board of Directors is to be held at a place either within or without this State as fixed by the Bylaws.

**ARTICLE XIII****DURATION:**

The existence of this corporation shall be perpetual unless sooner terminated as provided for by law.

#### ARTICLE XIV

##### NON-MEMBERSHIP PROVISIONS:

The corporation shall not be a membership corporation with members, unless, by a two-thirds vote of the Board of Directors, these Articles of Incorporation are so amended to change this corporation from a non-membership to a membership corporation with members.

#### ARTICLE XV

##### FISCAL YEAR:

The fiscal year of the corporation shall end on March 31st of each year.

#### ARTICLE XVI

##### INITIAL REGISTERED AGENT:

The name and address of the initial Registered Agent of this corporation is:

Barry Puett  
4914 34th Ave.  
W. Bradenton, FL

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

*Barry F Puett*

Registered Agent

*Barry F. Puett*

Date

*3/9/00*

00 MAR 13 AM 9:00  
STATE OF FLORIDA

FILED

IN WITNESS WHEREOF, I have set my hand this 8 day of March 2000

*[Signature]*  
Incorporator

Date

*3/9/00*