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April 25, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/01/00-01146--005
*****70.00 *****70.00

Re: **Suncoast Health and Education Foundation, Inc.**

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for **Suncoast Health and Education Foundation, Inc.**

Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee. Please return a copy of the Articles once the file number has been issued.

If any further information is required, please do not hesitate to contact us.

Sincerely,


STEPHEN C. BOOTH

/klo
Enclosures

FILED
00 MAY 11 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-11521

ax 5/18



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 2, 2000

STEPHEN C. BOOTH, ESQ.
RIDGEWOOD EXECUTIVE CENTER
7510 RIDGE RD.
PORT RICHEY, FL 34668

SUBJECT: SUNCOAST HEALTH AND EDUCATION FOUNDATION, INC.
Ref. Number: W00000011521

We have received your document for SUNCOAST HEALTH AND EDUCATION FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 000A00024273

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00 MAY 11 AM 10:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUNCOAST HEALTH AND EDUCATION FOUNDATION, INC.**

In compliance with the requirements of Florida Statutes 617, the undersigned, all of whom are residents of Pasco County, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I.

The name of the corporation is **Suncoast Health and Education Foundation, Inc.**, hereinafter called the "Foundation".

ARTICLE II.

The principal office of the Foundation is located at 14000 Fivay Road, Hudson, FL 34667.

ARTICLE III.

Christopher R. Hyers, whose address is 1872 Kinsmere Drive, New Port Richey, FL 34655 is hereby appointed the initial registered agent of this Foundation.

ARTICLE IV.

This Foundation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide and exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida by law may now or hereafter have or exercise, including but not limited to providing health related education, improving access to health care and improving quality of care.

This Foundation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Foundation shall inure to the benefit of any director, officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation) and no officer of the Foundation or any private individual shall be entitled to share in the distribution of any of the Foundation assets on dissolution of the Foundation.

No substantial part of the activities of the Foundation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a Foundation whose contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of this Foundation, assets 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 tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such Foundation or Foundations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V.

The affairs of this Foundation shall be managed by a Board of eleven (11) Directors who need not be members of the Foundation. The number of Directors may be changed by amendment of the By-Laws of the Foundation. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Kurt J. Conover, 14000 Fivay Road, Hudson, FL 34667
Chris Hyers, 1872 Kinsmere Drive, New Port Richey, FL 34655
Mike Spong, 1449 Ridge Shore Drive, Tarpon Springs, FL 34689
Sue Campbell, 7935 Ranch Road, Port Richey, FL 34668
Sandra L. Conover, 2215 Foggy Ridge Parkway, Land O' Lakes, FL 34639
Don Griffin, 459 Morades de Avila, Lutz, FL 33541
Jodi Conlon-Hyers, 1872 Kinsmere Drive, New Port Richey, FL 34655
Cami Austin, 8251 Brent Street #946, Port Richey, FL 34668
Danny Morris, 608 Colebrick Court, Lutz, FL 33541
Tom Rice, 1860 Brumby Court, New Port Richey, FL 34655
Robert Conlon, P. O. Box 1893, New Port Richey, FL 34656

The directors shall be elected in accordance with the By-Laws.

ARTICLE VI.

The affairs of this Foundation shall be administered by a President, Vice-President, Secretary and Treasurer, who need not be members of the Foundation. The following persons shall act in the

capacity indicated until the selection of their successors in accordance with the By-Laws of the Foundation.

President: Chris Hyers

Vice President: Don Griffin

Secretary: Jodi Conlon-Hyers

Treasurer: Cami Austin

ARTICLE VII.

The name and address of the subscriber to these Articles of Incorporation for the Foundation is Christopher R. Hyers, 1872 Kinsmere Drive, New Port Richey, FL 34655.

ARTICLE VIII.

The By-Laws of the Foundation will be adopted by a two-thirds (2/3) majority of the Board of Directors and the members of the Foundation.

ARTICLE IX.

The Foundation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members of the Foundation. Upon dissolution of the Foundation other than incident to a merger or consolidation, the assets of the Foundation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Foundation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, Foundation, trust or other organization to be devoted to such similar purposes.

ARTICLE X.

The corporation shall exist perpetually.

ARTICLE XI.

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Foundation, has executed these Articles of Incorporation, this 25th day of April, 2000.



Christopher R. Hyers

FILED
00 MAY 11 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I do hereby accept the duties of registered agent.

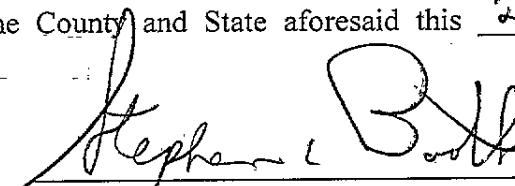


Christopher R. Hyers

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared **Christopher R. Hyers** to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid this 25 day of APRIL, 2000.



Notary Public



STEPHEN C. BOOTH
Notary Public State of Florida
My Commission Exp. May 8, 2002
Commission # CC 736690