

N00000005420

TRANSMITTAL LETTER

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

SUBJECT: Northeast Florida Medical Society, Inc.
(Proposed corporate name - must include suffix)

000003355538--6
-08/14/00--01098--009
*****87.50 *****87.50

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: Charles B. Mcintosh, M.D.
Name (Printed or typed)

3160 West Edgewood Avenue
Address

Jacksonville, FL 32209
City, State & Zip

(904) 765-5249
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 14 PM 1:01

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

8/18/00

NORTHEAST FLORIDA MEDICAL SOCIETY, INCORPORATED

(A not for profit corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 14 PM 1:01

Articles of Incorporation and Constitution

The Northeast Florida Medical Society is a duly constituted organization of physicians and a registered component society in Region III of the National Medical Association (NMA) and its state constituent organization, the Florida State Medical Association, Inc. (FSMA).

The following Articles of Incorporation and Constitution for this local Florida component society shall not conflict with the bylaws, rules and regulations of the parent body National Medical Association, Inc. Further, this local society shall have jurisdiction of all members of the National Medical Association in Northeast Florida through affiliation with the Florida State Medical Association.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - Corporation Title

The name of this corporation is the Northeast Florida Medical Society, Incorporated, herein referred to as "the society", or "the organization".

ARTICLE II - Corporation Address

The principal office address of this corporation is 3160 West Edgewood Avenue Jacksonville, Florida 32209. The mailing address of the corporation is

P.O. Box 2270
Jacksonville, Florida 32202

ARTICLE III - Purpose and Objectives

The mission of the society is to provide a common forum for physicians to promote excellence in the practice of medicine among our membership for health care delivery to all citizens in northeast Florida. More specifically, the objectives are to:

1. Maintain a high standard of medical practice through continuing medical education;
2. Encourage the participation of physicians in all facets of community life for the public good;
3. Increase public awareness concerning adverse risk factors inherent in modern living, and encourage the altering of life styles to prevent early onset of disease;

4. Affect the enactment of proper legislation to better the public access to adequate health care;
5. Foster improved professional relationships between all physician and allied health professionals for the public good;
6. Eradicate religious, racial and sex discrimination from northeast Florida's medical institutions by means of an effective physician's organization.

ARTICLE IV - Limitation of Powers

There is no restriction of powers under section 617.030 Florida Statutes.

ARTICLE V - Initial Registered Agent

The initial registered agent and office address is

Charles B. McIntosh, M.D.,
3160 West Edgewood Avenue
Jacksonville, Florida 32209

ARTICLE VI - Incorporating Directors

The following members of the organization are hereby designated as initial directors and officers of the incorporated society:

Rogers Cain, M.D., President
3000 Dunn Avenue Suite 70
Jacksonville, Florida 32218

Charles B. McIntosh, M.D., Secretary
3160 West Edgewood Avenue
Jacksonville, Florida 32209

Charles E. Simmons, III, M.D.
Vice President
1771 Edgewood Avenue, North
Jacksonville, Florida 32209

Kenneth Atkins, M.D. Suite 7005
Treasurer
580 W. 8th Street Suite 7005
Jacksonville, Florida 32209

Shelly H. Thompson, M.D.
3160 West Edgewood Avenue
Jacksonville, Florida 32209

William Cody, M.D. Suite 701
1820 Barrs Street
Jacksonville, Florida 32203

Kenneth Jones, M.D.
1004 Edgewood Avenue
Jacksonville, Florida 32208

Linda Johnson, M.D.
1209 Park Avenue
Jacksonville, Florida 32073

Incorporating Directors, (con't)

Herman Miller, M.D.
580 West 8th Street
Jacksonville, Florida 32209

ARTICLE VII - Geographical Location

Section 1. Area

This component society shall encompass the northeast Florida counties of Duval, Clay, St. Johns, Nassau, Baker, Union and Alachua.

Section 2. Residence

If an applicant resides or practices in an area other than those stated in Section 1., and there is no NMA component society available for membership, the applicant is eligible for membership in the society providing other qualifications are fulfilled.

ARTICLE VIII - Membership

Section 1. Categories

The members of the society shall be Active, Associate, Honorary, Emeritus, and Student or Resident Physician.

Section 2. Membership and Categories Defined.

- A. Active membership shall be limited to physicians licensed to practice medicine in the State of Florida, and are in the active practice of medicine or actively engaged in research, or in the administration of medical affairs.
- B. Associate members shall be physicians or other allied professionals who are not eligible for active membership, but who are in good standing in the profession with or without active professional practice or administrative status.
- C. Honorary members shall be individuals who have made noteworthy contributions in the field of medicine or allied sciences and are elected to membership as provided in the bylaws.
- D. Emeritus members shall be active members who have served in the organization for at least fifteen of the immediate past twenty years or a total of more than twenty years, and have reached the age of seventy.

- E. Students and resident physicians shall have the same rights and privileges as Associate and Honorary members, and shall be matriculated in an accredited medical school as verified by the American Medical Association Committee on Medical Education, or engaged in an AMA approved residency program.

ARTICLE IX - Tenure of Membership

Active and Associate members who fail to pay annual dues within the time specified in the bylaws shall forfeit membership in the society and all participation in the business and other activities of the society is denied. Other contingencies for members in good standing are specified in the bylaws.

ARTICLE X - Directors and Officers

Section 1. Directors and Terms of Office

The number of directors shall be at least seven elected members of the society, each serving a maximum of 8 consecutive years.

Section 2. Officers and Terms of Office

The Officers of the society shall be 1) President, 2) Vice President, 3) Secretary, 4) Assistant Secretary, and 5) Treasurer. Other officers may be designated in the bylaws passed by a two-thirds vote of the membership after a thirty days notice. The elected term for all officers shall be two years. Officers are eligible to serve one successive term (two terms).

Section 3. Staggered Terms of Directors

The term periods for directors shall have three classes; Class II = 2 years, Class IV = 4 years, and Class VI = 6 years. Three classes of directors would result in staggered terms ending in 2002, 2004, 2006, 2008, etc. Thus, elections are facilitated every two years as various terms end.

ARTICLE XI - Election of Directors

The directors of the society shall be elected every two years at the annual business meeting of the membership following the report of a nominating committee at least thirty days prior to election. The Nominating Committee, as provided for in the bylaws, is elected by the membership during a regular meeting at least sixty days prior to the election. The general membership shall receive due notice for attendance at the annual business meeting of the organization in accordance with the bylaws.

ARTICLE XII - Meetings

Section 1. Regular Meetings

Regular meetings of the society shall be bimonthly, except as otherwise specified by a vote of the general membership as provided for in the bylaws.

Section 2. Call meetings

A provision for called meetings of the membership shall be a part of the bylaws. These meetings are to fulfill the need for emergency business transactions that cannot wait until the next regular business meeting.

Section 3. Annual Meeting

There shall be an annual meeting of the membership as provided for in the bylaws to report on the status of the society's achievement of general or specified goals. The agenda of the annual business meeting is the responsibility of the Executive Committee, however the election of directors and officers must be agendaed every two years.

ARTICLE XIII - Auxiliary Organizations

The name Northeast Florida Medical Society, Inc. may be used by duly constituted organizations approved by a vote of the Board of Directors, and a recommendation to the general membership for approval in a regular meeting.

ARTICLE XIV – Amendments

These Articles may be amended at any annual meeting of the society, provided the proposed amendment has been introduced at a regular meeting at least sixty days prior to the meeting to take action. At least two-thirds of the members present are needed to vote passage the amendment.

ARTICLE XIV – Adoption of Articles

Upon adoption of these Articles of Incorporation, they shall become the **Constitution of the Northeast Florida Medical Society, Inc.**, and further consideration shall be given to the development of bylaws, rules and regulations for the subsequent governance of the organization. Conflicting bylaws, rules and regulations are hereby repealed. All general officers and directors shall continue their incumbency until their successors are elected as provided herein.

Article XVI – Incorporator and Registered Agent

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.

Charles B. McIntosh, M.D.
Signature/Incorporator and Registered Agent

August 2, 2000
Date

The undersigned directors of Northeast Florida Medical Society have executed these Articles of Incorporation on this 19th Day of July 2000.

Prepared: April 20, 2000

Read: June 3, 2000

Adopted: June 29, 2000

Signatures:

Rogers Cain, M.D.,
President

Charles B. McIntosh, M.D.
Secretary

Kenneth Atkins, M.D.

Charles E. Simmons, III, M.D.

Shelly H. Thompson, M.D.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 14 PM 1:01