

NO000000008293

RODNEY M. JOHNSON, ESQ.

352 San Clemente Drive
Milton, Florida 32583
(850)994-1149

FILED
00 DEC 11 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

December 5, 2000

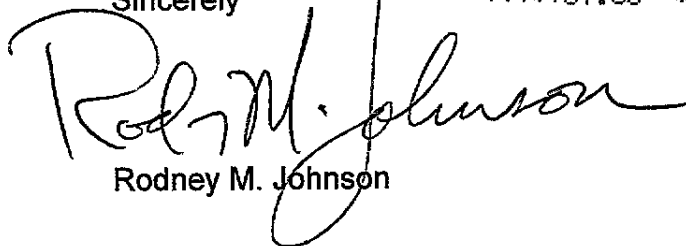
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SANTA ROSA COMMUNITY CLINIC, INC. (not for profit incorporation)

Enclosed are an original and two (2) copies of the articles of incorporation and a check for: \$87.50 for the Filing Fee, Certified Copy, and Certificate for incorporation of SANTA ROSA COMMUNITY CLINIC, INC.

I may be reached during the day at 850-595-6517 if you should have any questions.

Sincerely


Rodney M. Johnson

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ARTICLES OF INCORPORATION

SANTA ROSA COMMUNITY CLINIC, INC.
(a not for profit corporation)

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TALLAHASSEE, FLORIDA

The undersigned incorporator of a not for profit corporation pursuant to the FLORIDA NOT FOR PROFIT CORPORATION ACT (CHAPTER 617 F.S.) adopts these ARTICLES OF INCORPORATION.

Article I

The name of this corporation is SANTA ROSA COMMUNITY CLINIC, INC.

Article II

The initial address of the corporation is 352 San Clemente Drive, Milton, Florida 32583.

Article III

The purposes for which this corporation is organized and operated are exclusively for charitable, scientific, educational and the provision of health care to the indigent and less fortunate. To help effectuate these purposes it is the further purposes of this corporation to qualify as a charity under section 501(c)(3) of the Federal Internal Revenue Code and to qualify under the Florida SOLICITATION OF CONTRIBUTIONS ACT (Chapter 496 F.S.). Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on 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.

Article IV

The members shall consist of health care provider organizations, social service organizations and governments located in or serving Santa Rosa County, Florida. The seven initial members and designated representatives are:

Baptist Health Care
Represented by John Porter
PO Box 17500
Pensacola, FL 32522

Sacred Heart Health Care
Represented by Patrick Schlenker
5151 North Ninth Avenue
Pensacola, FL 32504

Santa Rosa Medical Center
Represented by Ron D'Heron
1450 Berryhill Road
Milton, FL 32570

Santa Rosa County
Represented by E. W. Sutton, M.D.
PO Box 929
Milton, FL 32572

Santa Rosa Medical Society
Represented by Craig Wyrosdick, M.D.
3874 Highway 90
Pace, FL 32571

United Way of Santa Rosa County, Inc
Represented by Guy Thompson
PO Box 284
Milton, FL 32572

West Florida Regional Medical Center
Represented by Karen White-Trevino, MSN, RN
8383 North Davis Highway
PO Box 18900
Pensacola, FL 32523

And such other organizations as a majority of the members represented at duly authorized meetings shall from time to time approve. Each member is entitled to one vote to be cast by its designated representative or proxy.

Article V

1. The directors shall consist of one designated representative from each member organization. Member designation of directors is to occur at the annual meeting and initially shall be the respective representative identified with each Member listed in Article IV. Any member organization can designate a replacement director at any scheduled meeting of the board of directors or members.
2. The directors shall elect a chairperson who will preside over meetings of the members and directors. In the absence of the chairperson the directors may designate who will preside for the meeting. Robert's Rules of Order will control unless suspended by a majority of those present and entitled to vote.
3. The directors shall appoint the officers of the corporation. The officers of the corporation shall be a president, secretary and treasurer.
4. The President shall be the general agent of the corporation and shall serve at the will of a majority of the directors.
5. The Secretary shall serve as the historian of the corporation and shall maintain minutes summarizing all official meetings, determine who qualifies as a member and notify the members and directors of meetings and such other duties as may be assigned by a majority of the directors or the President.
6. The Treasurer shall be responsible for the finances of the corporation and shall report the financial condition of the corporation at the annual meeting and regularly scheduled meetings of the directors and such other duties as may be assigned by a majority of the directors or the President.
7. The responsibilities of the Secretary or Treasurer shall be performed by the President during any vacancy of office.
8. The incorporator, initial President and Chairperson of the corporation is Elbert W. Sutton, 6145 Trammel Drive, Milton, Florida 32570. The initial Secretary is Karen White-Trevino, 8383 North Davis Highway, Pensacola, Florida 32523. The initial Treasurer is Patrick Schlenker, 5151 North Ninth Avenue, Pensacola, Florida 32504.
9. Annual Meetings shall be conducted on the third Tuesday of January of each year, at the

offices of the corporation unless otherwise designated by a majority vote of the directors.

10. Bylaws shall be developed, passed and amended upon a majority vote of the directors for the regulation and management of the affairs of the corporation.

11. Upon the dissolution of the corporation, 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 federal 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 of by the Court of general jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated for a charitable purpose.

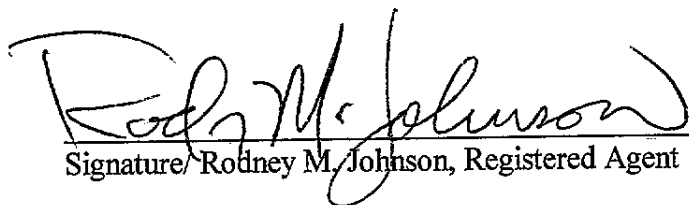
Article VI

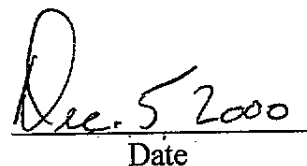
The initial registered agent of the corporation is Rodney M. Johnson, 352 San Clemente Drive, Milton, Florida 32583.

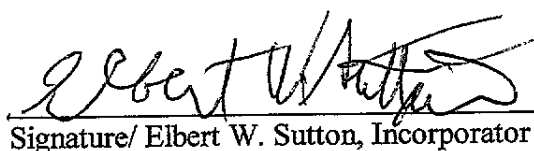
Article VII

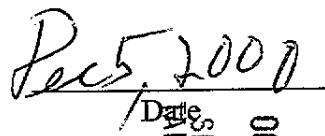
The undersigned, Elbert W. Sutton, M.D., 6145 Trammel Drive, Milton, Florida 32570, executes these ARTICLES OF INCORPORATION as INCORPORATOR, President and Chairperson upon the affirmative authorizing vote of a majority of the members.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/ Rodney M. Johnson, Registered Agent


Date


Signature/ Elbert W. Sutton, Incorporator


Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA