

TRANSMITTAL LETTER

ND1000001178

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

200003623482--9
-02/01/01--01107--019
*****87.50 *****87.50

SUBJECT: Women's Cancer Care Center of North Florida, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

EFFECTIVE DATE
02-01-01

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: Shay Hawkinberry
Name (Printed or typed)

3625 University Blvd. S.
Address

Jacksonville, FL 32216
City, State & Zip

904-391-1356
Daytime Telephone number

FILED
01 FEB 02 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

WC1-2601
2-2-01
2-2-01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 2, 2001

SHAY HAWKINBERRY
3625 UNIVERSITY BLVD. S.
JACKSONVILLE, FL 32216

SUBJECT: WOMEN'S CANCER CARE CENTER OF NORTH FLORIDA INC.
Ref. Number: W01000002601

We have received your document for WOMEN'S CANCER CARE CENTER OF NORTH FLORIDA INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

By-Laws at the top of the page needs to be removed. Bylaws are kept within the corporation not filed with our office.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Joey Bryan
Document Specialist

Letter Number: 101A00006633

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Nor for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – Name of Corporation

The name of the corporation shall be Women's Cancer Care Center of North Florida, Inc.

ARTICLE II - Offices

The principal place of business and mailing address of this corporation will be:
3625 University Boulevard South, Jacksonville, Florida 32216.

ARTICLE III – Purpose of Corporation

The purpose for which this corporation is organized shall be to render service to the community by providing products and services to the women and children in our community who have been diagnosed with cancer.

EFFECTIVE DATE
02-01-01

ARTICLE IV - Directors

1. Powers. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents designated by resolution of the board of directors. Sole voting power shall be in the board of directors.
2. The number of directors shall be as designated by the board of directors from time to time; provided, however, that there shall always be at least three (3) directors.
3. Term of Office. Directors shall hold office for a term of three (3) years; provided, however, that the initial directors of the board shall hold office for one, two or three years in accordance with the length of the term for which they were initially elected, so that approximately one-third of the members of the board will be elected each year. A director may hold office for no more than two (2) successive terms, but a director who has served two (2) successive terms may be reelected as a director after having been out of office for a period of three (3) years.
4. Replacement of Directors. Any director may be removed from office by the action of a majority of the directors then in office. Whenever a vacancy exists on the board of directors, whether by removal, resignation, or death, the vacancy shall be filled by the election of a replacement director by a majority of the remaining directors at a regular or special meeting of the board, unless the number of directors shall be decreased by the action of the board. Any person elected to fill a vacancy on the board of directors shall hold office for the unexpired term of his or her predecessor in office.
5. Compensation. No member of the board of directors shall receive compensation from the corporation.
6. Meetings.
 - (a) Meetings shall generally be held monthly at a place designated by resolution of the board of directors, or in the absence of designation, at the principal office of the corporation.
 - (b) The president may, as the president deems necessary, and the secretary shall, if so requested by at least three (3) members of the board, call a special meeting of the

board. Five (5) days prior written notice shall be given for any special meeting of the board.

- (c) A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting to another time and place without further notice.
- (d) The act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

- 7. Liability of Directors. The directors of the corporation shall not be personally liable for its debts, liabilities or other obligations.

ARTICLE V - Officers

- 1. Designation of Officers. The officers of the corporation shall be a president, vice president, secretary, treasurer and any other officers elected in accordance with the provisions of this article. The board of directors may appoint any other officers as it deems desirable, and these officers will have authority and perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.
- 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. Each officer shall hold office until his or her successor has been duly elected and has been qualified.
- 3. Removal. Any officer appointed by the board may be removed by the board of directors at any time in the sole discretion of the board.
- 4. Vacancies. A vacancy in office may be filled by the board of directors for the unexpired portion of the term.
- 5. Duties of President. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president shall preside at all meetings, sign any deeds, mortgages, bonds, contracts or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors to some other officer of the corporation.
- 6. Duties of Vice President. In the absence of the president, or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and shall have all the powers of, and be subject to all the restrictions on, the president. Any vice president shall perform additional duties assigned to him or her by the president or by the board of directors.
- 7. Duties of the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; shall receive and give receipts for moneys due and payable to the corporation and deposit all moneys in the name of the corporation in banks, or other depositories selected by the board of the directors; and shall perform all duties generally incident to the office of treasurer and/or assigned by president.

8. Duties of Secretary. The secretary shall keep the minutes of meetings of the board of directors; see that all notices are duly given in accordance with the bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; and perform such other duties generally incident to the office of secretary.

9. The initial officers are appointed as follows:

President	Shay Hawkinberry
Vice President	Mary McElroy
Secretary	Frank Molinaro
Treasurer	Rodney VanPelt

10. The elected officers shall assume the duties of their respective office for the fiscal year beginning January 1st.

ARTICLE VI – Registered Agent. The initial registered agent is Shay Hawkinberry, 3625 University Boulevard South, Jacksonville, FL 32216

ARTICLE VII – Incorporator. The Incorporator is, Shay Hawkinberry, 3625 University Boulevard South, Jacksonville, FL 32216

ARTICLE VIII – Amendments. The bylaws may be amended at any board meeting by a majority vote of the attending board members providing proper notice of the proposed changes has been made available to all board members at least two weeks prior to the meeting. Amendments to the by-laws shall not become effective until approved by the Board.

ARTICLE IX – Effective date of incorporation. The effective date of incorporation is February 1, 2001.

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 Shay Hawkinberry, Registered Agent

Date

Signature Shay Hawkinberry, Incorporator

Date

FILED
01 FEB 02 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA