

NO2000002622

TRANSMITTAL LETTER

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR -4 AM 3:32

SUBJECT: HealthSphere, Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

EFFECTIVE DATE
4-1-02

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: Kristen K. Hughes, Esquire
Name (Printed or typed)

500005192275--0
-04/04/02--01049--024
*****87.50 *****87.50

1290 Federal Highway
Address

Rockledge, FL 32955
City, State & Zip

(321) 636-9600
Daytime Telephone number

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

RECEIVED APR 10

ARTICLES OF INCORPORATION
of
HEALTHSPHERE, CORP.

Pursuant to and in compliance with Chapter 617, *Florida Statutes*, Not for Profit, the undersigned, as incorporator to these Articles of Incorporation, being a natural person and competent to contract, hereby files these Articles of Incorporation to form a not for profit corporation under the Laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation shall be: HealthSphere, Corp.

EFFECTIVE DATE
4-1-02

ARTICLE II. PRINCIPAL OFFICE.

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

HealthSphere, Corp.
330 Walter Godbey Road
W. Jefferson, NC 28694

ARTICLE III. PURPOSE.

The purpose(s) for which the corporation is organized is to:

- ☐ Provide a forum for contemporary discourse in matters concerning and relating to healthcare delivery;
- ☐ Provide access to a coalition of varied industry resources to all participants in the healthcare delivery industry and to the general public, at large;
- ☐ Provide educational programs aimed at addressing public policies, matters of controversy, and industry trends affecting all aspects of healthcare delivery;
- ☐ Disseminate, through the use of multiple media formats, information pertaining to those purposes listed herein, from time to time, and in the manner and format deemed appropriate and practicable by a majority of the Board of Directors.

ARTICLE IV. EFFECTIVE DATE.

The effective beginning date of this corporation shall be: April 1, 2002.

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ARTICLE V. INITIAL DIRECTORS.

The Board of Directors shall have seven (7) directors, initially. The number of directors may be increased or decreased from time to time pursuant to the procedures detailed in the Bylaws adopted by the Board. If the Board of Directors has not approved Bylaws in a manner consistent with Article VIII of these Articles of Incorporation, changes to the composition of the Board of Directors shall be made pursuant to a majority vote of existing directors. The number of directors, however, shall never be fewer than three (3). The names and addresses of the initial directors are:

- ❑ **Curt Holzer III**, *Executive Director*
P.O. Box 1707
West Jefferson, NC 28694
- ❑ **William F. Knight**, *Chairman of the Board*
#9 Hampton Hill Place
Chapel Hill, NC 27514
- ❑ **John S. Koller**, *Secretary*
721 Kenosha Drive
Larkspur, CO 80118
- ❑ **Kristen K. Hughes, Esq.**, *Treasurer*
2109 SE Morningside Blvd.
Port St. Lucie, FL 34952
- ❑ **William K. Stephens**, *Director*
3705 Glasgow Drive
Plano, TX 75025-3850
- ❑ **Samuel J. Dwyer III, Ph.D.**, *Director*
3061 Amberfield Trail
Charlottesville, VA 22911-7565
- ❑ **Sean P. Reilly**, *Director*
408 South Yale
Arlington Heights, IL 60005

The Board of Directors shall be self-perpetuating unless and until election and/or appointment procedures are otherwise specified in the Bylaws.

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS.

The name and address of the initial registered agent is:

Kristen K. Hughes, Esq.
1290 Federal Highway
Rockledge, FL 32955

ARTICLE VII. INCORPORATOR.

The name and post office address of the incorporator of these Articles of Incorporation is:

Kristen K. Hughes, Esq.
1290 Federal Highway
Rockledge, FL 32955

ARTICLE VIII. BYLAWS

The Board of Directors may adopt Bylaws that shall be incorporated by reference to these Articles of Incorporation, and shall, upon approval by a majority of the Board of Directors, govern the organization's activities and affairs, including, but not limited to determinations of reasonable financial compensation for any Director; future HealthSphere, Corp. activities and/or initiatives; allocation and determination of duties, responsibilities and obligations of the Board and its members; and any other matter or function the Board deems appropriate and necessary for inclusion.

ARTICLE IX. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in accordance with the Bylaws, as described in Article VIII., herein. In the event the Board of Directors has not adopted such Bylaws, any and all amendments to these Articles of Incorporation shall require approval by a majority of the Board of Directors.

ARTICLE X. DISSOLUTION.

The corporation shall be dissolved only upon a majority vote of the Board of Directors in existence at the time of proposed dissolution. Upon dissolution, any remaining assets possessed of HealthSphere, Corp., shall be distributed to those not for profit organizations engaged in purpose or purposes similar to HealthSphere, Corp., and as determined by a majority vote of the Board of Directors.

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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.


Registered Agent: KRISTEN K. HUGHES, ESQ.

4/1/02
Date


Incorporator: KRISTEN K. HUGHES, ESQ.

4/1/02
Date

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