

# N020000004883

## TRANSMITTAL LETTER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 SEP 25 AM 10:01

FILED

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

EFFECTIVE DATE

9-23-02

600008014766-7

-09/25/02--01030--013

\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: NORTHEAST FLORIDA HEALTH SERVICES, INC.

(Proposed corporate name must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70

Filing Fee

☐ \$78.75

Filing Fee &

Certificate of Status

☐ \$78.75

Filing Fee

& Certified Copy

☒ \$87.50

Filing Fee,

Certified Copy

& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: NORTHEAST FLORIDA HEALTH SERVICES, INC.

Name (Printed or Typed)

1955 U.S. HIGHWAY 1 SOUTH, SUITE B-6

Address

ST. AUGUSTINE, Florida 32086

City, State and Zip

904-824-0956

Daytime Telephone Number

MAIL BACK TO:

LARAH CAY GROUP, P.A.

3080 MERCURY ROAD

JACKSONVILLE, FL 32207

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

**EFFECTIVE DATE**

**9-23-02**

**FILED**

**02 SEP 25 AM 10: 02**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION**

**OF**

**NORTHEAST FLORIDA HEALTH SERVICES, INC.**

The undersigned person(s) do hereby execute these Articles of Incorporation pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes and certify as follows:

**Article I. Name**

The name of the Corporation is **Northeast Florida Health Services, Inc.**

**Article II. Principal Office**

The principle place of business and mailing address of this corporation shall be:  
**1955 U.S. Highway 1 South, Suite B-6, St. Augustine, Florida 32086.**

**Article III. Purpose**

The purposes for which the corporation is organized are:

(a) To improve the health of the medically underserved population in the corporation's service area by providing preventive, primary and supplemental health care services, enabling services and health education services, and such other health and social services as may improve the health and well-being of the residents located in the corporation's service area;

(b) To work towards the goal of achieving 100% access to and 0% disparities in the health care and related services provided to the residents located in the corporation's service area;

(c) To do any other act incidental to or connected with the foregoing purposes or any advancement thereof, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for

which the corporation is organized; and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any such purposes; and

(d) To take any other action as may be permitted of any not-for-profit corporation under the Florida Not-For-Profit Corporation Act.

(e) Notwithstanding the above, this corporation is limited to such purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

#### **Article IV. Members**

The corporation shall have no members.

#### **Article V. Manner of Election**

The powers of the corporation shall be exercised, its property controlled and its affairs managed by a Board of Directors (the "Board of Directors"). The number of Directors shall be determined from time to time by the Board of Directors as specified in the Bylaws. The qualifications, terms, and method of election of the members of the Board of Directors shall be as specified in the Bylaws.

#### **Article VI. Initial Directors**

The names of the Directors constituting the initial Board of Directors and their respective addresses are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Joseph Gordy	400 Health Park, St. Augustine, FL 32086	Director
James E. Farah	3060 Mercury Road Ste.101, Jacksonville, FL 32207	Director
Judas Riley-Martinez	202 Gerona Road, St. Augustine, FL 32086	Director

## **Article VII. No Financial Benefit to Private Persons**

No Director, officer or employee of the corporation shall, as such, receive or become entitled to receive, at any time, any part of the net earnings or other net income of the corporation, nor shall any part of the net earnings of the corporation inure to the benefit of any person, except as reasonable compensation as may be permitted in the Bylaws of the corporation.

## **Article VIII. Initial Registered Agent and Street Address**

The name and the Florida street address of the registered agent is:

**James E. Farah, 3060 Mercury Road, Suite 101, Jacksonville, Florida 32207.**

## **Article IX. Incorporators**

The name(s) and address(es) of the Incorporator(s) of the corporation is:

**James E. Farah, 3060 Mercury Road, Suite 101, Jacksonville, Florida 32207.**

## **Article X. Dissolution**

The voluntary dissolution of the corporation shall be permitted only upon an affirmative two-thirds vote of the members of the Board of Directors then in office. No Board member, officer, or employee of, or any other person connected with, the corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All such persons shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied and federal interests have been addressed, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over in its entirety, or in such amounts as may be determined by a court of competent jurisdiction upon the application of the Board, to any successor organization of Northeast Florida Health Services, Inc., provided that, at such time, such successor organization qualifies for exemption and is exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code and the treasury regulations thereunder (as they now exist or as they may hereafter be amended), or, if such a disposition cannot be made, then exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the treasury regulations

thereunder (as they now exist or as they may hereafter be amended), or to the federal government, or to a state or local government for a public purpose.

### **Article XI. Indemnification**

Every director and officer of the corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided that, in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty to gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

### **Article XII. Effective Date**

The effective date shall be: September 23, 2002.

*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 the obligations of that position (as specified in § 617.051(c) of the Florida Not For Profit Corporation Act) and accept the appointment as registered agent and agree to act in this capacity.*

JAMES E. FARAH  
[Name of Resident Agent]

James E. Farah  
[Signature of Resident Agent]

9/22/02  
Date

9/22/02  
Date

JAMES E. FARAH  
[Name of Incorporator]

James E. Farah  
[Signature of Incorporator]

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