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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

PEDIATRIC QUALITY IMPROVEMENT SYSTEMS, INC.

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**ARTICLES OF INCORPORATION
OF**

PEDIATRIC QUALITY IMPROVEMENT SYSTEMS, INC.

The undersigned, acting as incorporator for the purpose of forming a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: Pediatric Quality Improvement Systems, Inc.

ARTICLE II - PRINCIPAL PLACE AND MAILING ADDRESS

The principal place of business and mailing address shall be 842 Cedar Street, Jacksonville, FL 32207.

ARTICLE III - PURPOSE

Said corporation is organized exclusively for charitable and educational purposes and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them, including, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the corporation shall be: Carolyn Herman, Esq., 830 S. Third Street #104, Jacksonville Beach, FL 32250.

ARTICLE V - BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The method of election of the directors shall be stated in the by-laws. The names and address of the persons who are members of the initial Board are as follows:

NAME	ADDRESS
Jay M. Whitworth, M.D.	842 Cedar Street, Jacksonville, FL 32207
Todd Whitworth	842 Cedar Street, Jacksonville, FL 32207
Margaret Anthony	842 Cedar Street, Jacksonville, FL 32207
Megan Miesner	842 Cedar Street, Jacksonville, FL 32207

Prepared By: Carolyn Herman, Esq., 830 S. Third Street #104, Jacksonville Beach, FL 32250,
Florida Bar No. 976563, tel. no. 904/247/9420

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ARTICLE VI - LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII - DISSOLUTION

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 the 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 a Court of competent jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is: Jay Whitworth, M.D., 842 Cedar Street, Jacksonville, FL 32207.

The undersigned incorporator has executed these Articles of Incorporation this 14th day of July, 2003.

Signature: Print: Jay M. Whitworth, M.D.

Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is: Pediatric Quality Improvement Systems, Inc.
2. The name and address of the registered agent and office are: Carolyn Herman, Esq., 830 S. Third Street #104, Jacksonville Beach, FL 32250.

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.

Signature: *Carolyn Herman, Esq.*
Print: Carolyn Herman, Esq.
Date: 7/15/03

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