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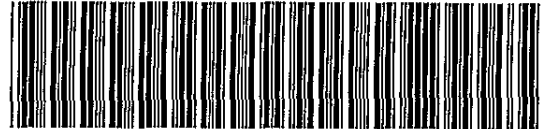
(Business Entity Name)

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TRANSMITTAL LETTER

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

SUBJECT: _____

Midtown Provider Network, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
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: _____

John Sheehan
Name (Printed or typed)

1735 MLK Street South
Address

St. Petersburg, FL 33701
City, State & Zip

(727) 825-1124
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
MIDTOWN PROVIDER NETWORK, INC.

In Compliance with Chapter 617, F.S., (Not For Profit)

ARTICLE I - NAME

The name of the corporation shall be Midtown Provider Network, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II – PRINCIPAL OFFICE

The principal office of the Corporation is 1735 MLK Street South in the City of St. Petersburg, Pinellas County Florida.

ARTICLE III - PURPOSE

This is a nonprofit corporation, as defined in Chapter 617 F.S. and is solely organized for the public benefit. The primary purpose of the Corporation is to facilitate expanded substance abuse and mental health treatment, prevention, education and rehabilitation – targeting residents of south St. Petersburg with effective services based in the community at the Davis-Bradley Building. Provide a central point of coordination for service providers including but not limited to the following:

- a. Support delivery of services by Midtown Provider Network member agencies to individuals who are currently dependent on drugs, alcohol or other substances, have a mental illness/co-occurring disorder or are returning to the community from treatment centers or correctional institutions.

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- b. To develop effective models to stabilize such individuals, to help them develop realistic living plans, and to aid their re-entry into the community as productive, contributing members of society.
- c. To assist with planning and quality improvement; client advocacy; service coordination; fundraising; and administrative support (such as grant writing) to member agencies that provide treatment, community outreach, counseling, prevention, case management, rehabilitation and other related services to residents who are substance dependent and/or mentally ill, male and female, children and affected family members.
- d. To identify treatment gaps, coordinate resources of the community and provide the creative leadership necessary to develop a seamless continuum of substance abuse and mental health services in south St. Petersburg. The Corporation will monitor and report quality indicators and outcomes for substance abusing and/or mentally ill persons receiving treatment in south St. Petersburg from Midtown Provider Network member agencies.
- e. To achieve the corporate purposes without restriction as to race, creed, age, sex, color, or national origin.
- f. To engage in any other lawful pursuit permitted under law for organizations exempt from federal income taxation within the contemplation of Section 501(c)(3) of the Code.
- g. Notwithstanding the statement of purposes or powers aforesaid, the Corporation shall not accept to any substantial degree, engage in any activities or exercise any powers that are not permitted to be carried on:

- i. By a Corporation exempt from federal income tax under section 501(c)(3) of the Code; or
- ii. By a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its trustees, officers, members, if any, employees or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation to officers and employees for services rendered and to make payment and distributions in furtherance the purposes of the Corporation.

ARTICLE IV – MANNER OF ELECTION

The Board of Directors, hereinafter referred to as the “Board,” shall be composed of not less than three (3) nor more than five (7) members acting as individual citizens. Directorship shall not be denied to any person on the basis of race, creed, gender, religion or national origin. The members of the Board of Directors shall represent five permanent member agencies. There shall be no limitation to the terms served by a member of the Board of Directors. If a vacancy occurs through the voluntary withdrawal of a member agency, it may be filled by a majority vote of the remaining Directors. Vacancies may be filled at any subsequent meeting of the Board. Any member agency may resign, at any time, by giving written notice to the Board. Member agencies may resign by mailing a written letter of resignation to the Board Chairperson at the business address of the Corporation. The resignation shall take effect at the time specified therein, or if the time is not specified therein, upon its acceptance by the Board.

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from Federal Income

Tax under Section 501(c)(3) of the Internal Revenue Code. This corporation shall at all times operate as a non-profit making enterprise and no member shall derive any personal monetary gain from its activities or from its properties, funds or assets.

ARTICLE V - INITIAL DIRECTORS

The names, titles and street address of the incorporators for these Articles of

Incorporation are:

John M. Sheehan
1735 Dr. Martin Luther King Jr. Blvd.
St. Petersburg, FL 33701

Bishop Frank Costantino
1735 Dr. Martin Luther King Jr. Blvd.
St. Petersburg, FL 33701

Robert Neri
1735 Dr. Martin Luther King Jr. Blvd.
St. Petersburg, FL 33701

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

John M. Sheehan, Director

1735 Dr. Martin Luther King Jr. Blvd.

St. Petersburg, FL 33701

ARTICLE VII - INCORPORATOR

John M. Sheehan, Director

1735 Dr. Martin Luther King Jr. Blvd.

St. Petersburg, FL 33701

ARTICLE VIII – DISTRIBUTION OF ASSETS

The property of this Corporation is hereby forever and irrevocably dedicated to charitable purposes stated in Article III hereof, and no part of the net earning or assets of or to the benefit of any other private persons. Upon the dissolution or winding up of the Corporation, any such assets remaining after payment of, or provision for payment of all debts and liabilities of this Corporation, shall be distributed to The Pinellas Bridge, Inc., if then existing or if not then existing, to a nonprofit fund, foundation, or corporation, which is organized and operated for scientific, charitable, or educational purposes and which has, by reason of its scientific, charitable, or educational purposes, been granted tax-exempt status under Section 501 (c)(3) of the Code, with the intention that such fund, foundation, or corporation shall have been established for the same or similar humanitarian objects or purposes for which this Corporation is established and that such humanitarian object and purposes be furthered and perpetuated.

ARTICLE IX - AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by a vote of at least a majority of the voting power of the Board of Directors at a meeting called for that purpose.

ARTICLE XI - BYLAWS

The Board of Directors shall be vested with the management of the business affairs of the Corporation subject to the law. Bylaws will be developed outlining the procedural functions of the Board and specific duties of directors, officers, and selected employees.

ARTICLE X11 – LIABILITY/INDEMNIFICATION

A Director or Officer of the Corporation shall not be personally liable to this Corporation for damages for breach of fiduciary duty as a Director or Officer, but this Article shall not

eliminate or limit the liability of a Director or Officer for acts or omissions which involve intentional misconduct, fraud or a knowing violation of the law, or the payment of distributions in violation of Florida Law. Any repeal or modification of this article by the Directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or Officer of the Corporation for acts or omissions prior to such repeal or modification. Directors may adopt bylaws with respect to indemnification, to provide at all times the fullest indemnification permitted by the Laws of the State of Florida, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation

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/Registered Agent

12/16/03
Date



Signature/Incorporator

12/16/03
Date
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