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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Suncoast Healthcare Executives, Inc.

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**ARTICLES OF INCORPORATION
OF
SUNCOAST HEALTHCARE EXECUTIVES, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is as follows:

SUNCOAST HEALTHCARE EXECUTIVES, INC.

Article 2. Address. The address of the principal office is

Suncoast Healthcare Executives
606 S. Glen Avenue, Unit #12
Tampa, FL 33609

and the mailing address of the Corporation is:

Suncoast Healthcare Executives
PO Box 320751
Tampa, FL 33679

Article 3. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, and the name of its initial Registered Agent at that address is Erin Smith Aebel.

Article 4. No Members. The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

Article 5. Not For Profit. The Corporation is organized for networking and educational purposes. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit.

Article 6. Duration. The duration (term) of the Corporation is perpetual.

Article 7. Purposes. The Corporation is organized as a not-for-profit corporation, and shall

be operated exclusively for networking and educational purposes.

Article 8. Powers. Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

Article 9. Board of Directors. There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The initial Directors and their addresses are listed below:

Charles H. Gaudreau, Jr., MS HSA
4710 Habana Avenue
Tampa, FL 33614

Erin Smith Acbel, Esquire
101 East Kennedy Blvd., Suite 2800
Tampa, FL 33602

Russ Munch
Network Management & Development Department
Blue Cross Blue Shield of Florida, Inc.
4904 Eisenhower Blvd., Suite 200
Tampa, FL 33634

Melanie Schwer
ServData, Inc.
13014 N. Dale Mabry #125
Tampa, FL 33618

Jon M. Pellett, Esq.
Barr, Murman, Tonelli
Slother & Sleet
201 E. Kennedy Blvd., Suite 1700
Tampa, FL 33672

Cathy LeBeau, Esq.
Fowler White Boggs Banker
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

Sean P. Murphy, Captain, USAF, MSC, CHE
MBA Candidate, University of South Florida
316 Country Vineyard Dr
Valrico, FL 33594

Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

Article 10. Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

Article 11. Incorporator. The name and street address of the Incorporator is as follows:

Erin Smith Aebel
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

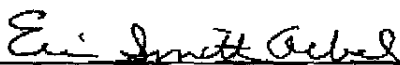
Article 12. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article 13. Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article 14. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 15. Commencement of Corporate Existence. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on February 5, 2004


Erin Smith Aebel, Incorporator

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

Pursuant to the provisions of Sections 617 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Suncoast Healthcare Executives, Inc.
2. The name and address of the registered agent and office are:

Erin Smith Aebel
101 East Kennedy Blvd., Suite 2800
Tampa, FL 33602

SIGNATURE: Erin Smith Aebel, Esq.
TITLE: President and, Registered Agent

DATE: February 5, 2004

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Erin Smith Aebel
President and, Registered Agent
DATE: February 5, 2004

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