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## DONNELLY & RUSSO, P.A.

ATTORNEYS AT LAW

3708 W. EUCLID AVENUE, TAMPA, FLORIDA 33629

SEAN V. DONNELLY\*
JOSEPH C. RUSSO
\*ALSO ADMITTED IN ILLINOIS

(813)832-9790 PHONE (813)832-9739 FAX

January 7, 2005

Secretary of State Division of Corporations PO Box 6327 Tallahassee, Fl. 32314

Re: Filing of Articles of Incorporation for Florida West Coast Society of Dermatology, Inc.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation for referenced corporation, along with a check for \$87.50 for the filing fees.

Please file the Articles of Incorporation and provide our office with a certified copy and a certificate of status.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

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# ARTICLES OF INCORPORATION OF

FLORIDA WEST COAST SOCIETY OF DERMATOLOGY, INC.

The undersigned hereby organizes a corporation Not-for-profit under the provisions of Chapter 617 of the Florida Statutes, and pursuant to the following Articles of Incorporation.

#### ARTICLE 1

<u>Name</u>

The name of this corporation is:

FLORIDA WEST COAST SOCIETY OF DERMATOLOGY, INC.

#### **ARTICLE 2**

#### Principal Place of Business & Mailing Address

The mailing and street address for the principal office of this corporation is: 12901 Bruce B. Downs Blvd MDA #1174, Tampa, Fl. 33612.

#### ARTICLE 3

#### Purpose

The purpose for which this corporation is organized is to advance the profession of dermatology throughout the West Coast of Florida and further provide for the advancement of education and common business interests in the field of dermatology for its members and the community and to engage in other lawful endeavors consistent therewith, all within the meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any further Federal Tax Code ("Code").

#### **ARTICLE 4**

#### Manner of Election

The manner in which the directors are elected or appointed will be stated in the Bylaws.

#### ARTICLE 5

#### Initial Board of Directors

This corporation shall have **Three** (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than three

- (3). The name and address of the initial director(s) of this corporation is/are:
- 1) Dr. J. Robert Hamill, Jr., 7547 Jacque Road, Hudson, Fl. 34667.
- 2) Dr. Frank L. Glass, 12901 Bruce B. Downs Blvd MDA #1174, Tampa, Fl. 33612.
- 3) Dr. Neil A. Fenske, 12901 Bruce B. Downs Blvd MDA#1174, Tampa, Fl. 33612.

#### ARTICLE 6

#### Incorporator

The name and address of the person signing these Articles is: Dr. J. Robert Hamill, Jr., 7547 Jacque Road, Hudson, Fl. 34667.

#### ARTICLE 7

#### Initial registered Agent

The name and address of the initial registered agent is: Dr. J. Robert Hamill, Jr., 7547 Jacque Road, Hudson, Fl. 34667.

#### ARTICLE 8

#### Limitation on Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 above. The corporation is not being organized for profit and shall not be engaged in any activity ordinarily carried on for profit. Notwithstanding any other provision of these Articles, the 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 9

#### Dissolution

The corporation may be dissolved in the manner from time to time provided by the laws of the State of Florida. Upon dissolution of this corporation in any manner other than incident to merger of consolidation, all of this corporation's assets must be distributed for one or more exempt purposes within the meaning of the Code and/or be granted, conveyed, and assigned to a

non-profit corporation, association, trust, or other organization and be devoted to purposes similar to those of this corporation. In no event may any assets inure to the benefit of any member or other private individual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 4th day of Garage 2005.

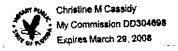
Dr.J. Robert Hamill, Jr.

STATE OF FLORIDA COUNTY OF Pasco

The foregoing instrument was acknowledged before me this 4th day of 2005.

The foregoing instrument was acknowledged before me this 400 day of 2005 by Dr. J. Robert Hamill, Jr.

SEAL



Type, Print or Stamp Name of Wotary

Personally known

or Produced Identification

Type of Identification Produced

### Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.

Dr. J. Robert Hamill, Jr