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(Requestor's Name)

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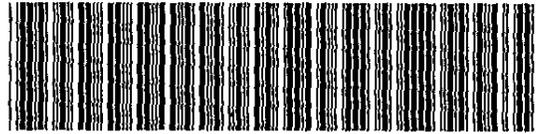
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
06 FEB -3 PM 1:11  
**FILED**

2006 FEB 03

**COVER LETTER**

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

SUBJECT: PARTNERSHIP FOR PUBLIC HEALTH, 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: RODNEY M. JOHNSON  
Name (Printed or typed)

1295 WEST FAIRFIELD DRIVE  
Address

PENSACOLA FLORIDA 32501  
City, State & Zip

850-595-6517  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION**

**PARTNERSHIP FOR PUBLIC HEALTH, INC.**  
(a not for profit corporation)

The undersigned incorporator of a not for profit corporation pursuant to the FLORIDA NOT FOR PROFIT CORPORATION ACT (CHAPTER 617 F.S.) adopts these ARTICLES OF INCORPORATION.

**Article I**

The name of this corporation is **PARTNERSHIP FOR PUBLIC HEALTH, INC.**

**Article II**

The initial address of the corporation is 1295 West Fairfield Drive, Pensacola, Florida 32501.

**Article III**

This corporation is organized and operated exclusively for charitable, scientific, and educational purposes under section 501(c)(3) of the Internal Revenue Code, and any corresponding section of any future federal tax code. The primary charitable purpose for which the corporation is organized is the furtherance of public health by encouraging and financing activities promoting public health practices and programs in and for persons located in Escambia County, Florida.

To help effectuate these purposes, it is the further purpose of this corporation to qualify as a charity under section 501(c)(3) of the Federal Internal Revenue Code and to qualify under the Florida SOLICITATION OF CONTRIBUTIONS ACT (Chapter 496 F.S.). Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

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TALLAHASSEE, FLORIDA

## **Article IV**

The affairs of the corporation shall be managed by a Board of Directors having seven (7) members. The directors shall either reside in or be engaged in active employment or business in Escambia County, Florida. The directors shall be appointed as follows:

Two directors shall be appointed by the Escambia County (FL) Health Facilities Authority (the "Authority"); three directors appointed by the Escambia County (FL) Health Department (the "Department"); and two directors shall be members of the community who are interested in improving public health, and elected by a majority of the appointed directors.

The Authority or the Department may appoint a replacement director for any vacancy in their previous respective appointments. Directors in office may elect, by majority vote, a director to fill any vacancy of any of the two elected director positions.

## **Article V**

1. The directors shall elect a chairperson from their number who will preside over meetings of the directors. In the absence of the chairperson, the directors may designate who will preside for the meeting. Robert's Rules of Order will control unless suspended by a majority of those present and entitled to vote.
2. The directors shall appoint the officers of the corporation. The officers of the corporation shall be a president, secretary and treasurer.
3. The President shall be the general agent of the corporation and shall serve at the will of a majority of the directors.
4. The Secretary shall serve as the historian of the corporation and shall maintain minutes summarizing all official meetings, determine who qualifies as a member and notify the members and directors of meetings and such other duties as may be assigned by a majority of the directors or the President.
5. The Treasurer shall be responsible for the finances of the corporation and shall report the financial condition of the corporation at the annual meeting and regularly scheduled meetings of the directors and such other duties as may be assigned by a majority of the directors or the President.

6. The responsibilities of the Secretary or Treasurer shall be performed by the President during any vacancy of office.

7. The incorporator of the corporation is Rodney M. Johnson.

8. Annual Meetings shall be conducted on the third Tuesday of January of each year, at the offices of the corporation unless otherwise designated by a majority vote of the directors.

9. Bylaws may be developed, passed and amended upon a majority vote of the directors for the regulation and management of the affairs of the corporation.

10. This corporation is initially funded with a charitable grant from the Escambia County (FL) Health Facilities Authority (the "Authority"). A portion of this grant as specified by the Authority will be held in trust, also referred to as the INITIAL PRINCIPAL, and invested to generate future proceeds to finance the corporation's activities. The INITIAL PRINCIPAL cannot be drawn upon for the regular expenses or activities of the corporation, it being the intent of the grant that these funds be preserved to generate income to fund the corporation's charitable activities. Provided, however, if faced with an extraordinary community circumstance, such as a natural disaster, act of terrorism, health epidemic or other event of widespread impact in the community, all or a portion of this INITIAL PRINCIPAL may be drawn providing the directors present at a meeting called specifically for such purpose, unanimously authorize the draw, and the Authority also authorizes the draw by a super-majority vote of the members present at a regular or special meeting. The authorizations required herein must occur prior to any draw down of the INITIAL PRINCIPAL. All funds donated to the corporation after the receipt of the INITIAL PRINCIPAL, which are designated by the donor to be held in trust, shall be referred to as the ADDITIONAL PRINCIPAL.

Upon a majority vote of the directors, investment earnings on each category of PRINCIPAL, the unrestricted balance of the charitable grant from the Authority, and donations not designated as ADDITIONAL PRINCIPAL may be expended for the charitable purposes of the corporation.

11. No part of the net income, assets or property of the corporation shall inure to the benefit of, or be distributable to, its 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

these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

12. All of the property of this corporation is and shall be irrevocably dedicated to the purposes authorized under §501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal income tax code. 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, which may include the Authority, for a public purpose, with preference given to a purpose which relates to public health. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such charitable purposes or to organizations organized and operated for a charitable purpose, as said Court shall determine.

#### **Article VI**

*This corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporations Act and the Florida Business Corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled.*

#### **Article VII**

*These Articles may be amended only by the unanimous vote of the directors; provided, however, the provisions in Article VI, paragraph 10, related to the charitable grant from the Authority may not be amended or revised in any manner unless first approved by a unanimous vote of the Authority.*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article VIII**

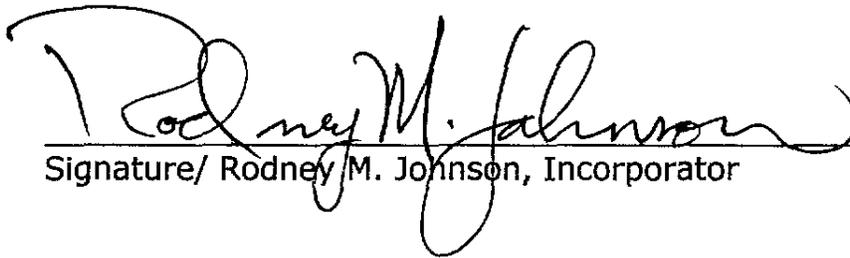
This corporation shall have no members.

**Article IX**

The initial registered agent of the corporation is Rodney M. Johnson, 1295 West Fairfield Drive Pensacola, Florida 32501.

**Article X**

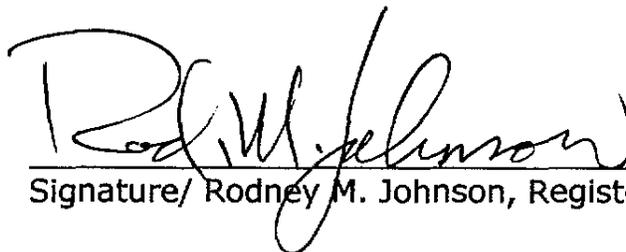
The undersigned, Rodney M. Johnson executes these ARTICLES OF INCORPORATION as INCORPORATOR, on this 2<sup>d</sup> day of February, 2006.

 FEB. 2, 2006  
 Signature/ Rodney M. Johnson, Incorporator Date

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**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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 FEB. 2, 2006  
 Signature/ Rodney M. Johnson, Registered Agent Date