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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE MAY -9 2006

MARSHALL E. WOOD, P.A.
Attorney at Law
SUITE 100, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4666
FAX # 904/277-6611

May 4, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

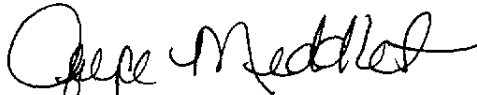
RE: Community Health Informatics Organization, Inc.

Dear Sirs:

Please find enclosed the Articles of Incorporation for the above mentioned corporation. Also enclosed is our check in the amount of \$70.00 for filing fee. Please file the enclosed Articles.

Thank you for your assistance and please do not hesitate to call with any questions.

Sincerely,



Joyce Middleton
Assistant to Marshall E. Wood

/jm
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COMMUNITY HEALTH INFORMATICS ORGANIZATION, INC

ARTICLE I.

NAME

The name of this corporation is COMMUNITY HEALTH INFORMATICS ORGANIZATION, INC This corporation or organization is organized as a corporation not for profit pursuant to Chapter 617, Florida Statutes.

ARTICLE II.

PRINCIPAL OFFICE

The initial Post Office address of the corporation's principal office is: 1405 Park Avenue, Suite 101, Fernandina Beach, FL 32034.

ARTICLE III.

DURATION

The period of the duration of this corporation is perpetual.

ARTICLE IV.

PURPOSE

Section 1. The primary purpose for which this corporation not for profit is organized, is as follows:

The Organization is organized as a not-for-profit corporation and shall be operated exclusively for the charitable, educational and scientific purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the Internal Revenue Code of 1986, as amended, together with any future federal tax code are hereinafter collectively referred to as the "Code"). The specific purposes and functions for which the Organization is formed are the following:

- (1) To serve rural and other communities by providing access to a full spectrum of medical data and information to support the delivery of high quality and accessible health care, maintenance and restoration services, including participating in the education of health care professionals and in medical research

activities;

- (2) To oversee the design and implementation of health care data management telecommunications and informatics networks that will be structured and operated to improve access to high quality health care services and information by promoting the use of advanced medical technology devices, video technologies, telemedicine/telehealth applications, data communication devices and networks, medical algorithms, and software and internet applications that will be integrated to link, to an unprecedented degree, teaching hospitals, centers of medical excellence, highly-skilled specialized medical professionals, and healthcare industry leaders, on the one hand, with local medical practitioners and healthcare professionals and their patient populations, including those located in remote locales;
- (3) To promote the quality of life and health, including providing access to services and support to assist in developing and delivering health care services to rural and other communities through a community oriented, integrated health care delivery system that offers access to a complete spectrum of health services from prevention and treatment to chronic and long term care;
- (4) To support and participate, to the extent circumstances may warrant, in research, educational and other activities designed and carried on to promote the general health of the entire community and to improve the effective delivery of health services and care to the elderly, frail, sick and injured;
- (5) To conduct such other charitable and educational activities and endeavors as the Board of Trustees of the Organization determines from time to time; and
- (6) To exercise the power to do all and everything necessary, suitable and proper to accomplish any of the purposes described herein in furtherance of any of those purposes and functions, either alone or in association with or in partnership with any other corporations, organizations, companies, partnerships, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid purposes and functions, or any part or parts thereof, provided the same are not inconsistent with the limitations set forth in these Articles, the Bylaws of the Corporation, the Code, or the laws under which the Corporation is organized.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any director or officer of the organization or any member of the organization or any other private individual (except that reasonable compensation may be paid for services rendered to or for the organization

affecting one or more of its purposes), and no director or officer of the organization, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the organization.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization under Chapter 617 of the Florida Statutes.

Section 4. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of 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 V. POWERS

In addition to any powers provided by Section 617.021 of the Florida Statutes, or any other Florida Statute, the Corporation shall have the following powers:

Section 1. To receive by gift, devise, bequest, grant or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, either the principal or the income therefrom, immediately or in the future, or as provided by the conditions of a trust.

Section 2. To hold, use, dispose of, invest, manage, disburse and properly account for assets subject to its control.

Section 3. To borrow or raise money, and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest therein by mortgage, pledge, conveyance or other assignments in trust, in whole or in part, of

the assets of the organization, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, where the assets to be encumbered are not subject to limitations which would be prohibitive of the same.

Section 4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by Federal or state law.

ARTICLE VI.
CAPITAL STOCK

The Corporation shall have no capital stock, and no Member shall have any right or title to any asset of the Corporation.

ARTICLE VII.
MEMBERSHIP

Membership in the Association shall be open to the persons or entities having an interest in the furtherance of the objectives of the Organization, and to no other person or persons or entities. A membership meeting shall be held annually at a time and place designated in the By-Laws of this corporation, at which meeting each member present shall be entitled to one vote in determining the affairs of the corporation.

ARTICLE VIII.
DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors whose election shall be as stated in the By-Laws. The officers of the Corporation shall be elected by the Board of Directors. The office, term and manner of election of officers shall be as stated in the By-Laws.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended by two-thirds vote of the Board of Directors present at any meeting at which a quorum is present, such action to be effective upon filing same with the Secretary of State of the State of Florida or as is otherwise provided by law.

ARTICLE X.
SUBSCRIBERS AND FIRST BOARD OF DIRECTORS

The following natural person shall hereby subscribe to these Articles and shall serve as the incorporator and as the first member of the Board of Directors of the Corporation:

JOEL E. EMBRY	1405 Park Avenue Suite 101 Fernandina Beach, FL 32034
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ARTICLE XI.
INITIAL OFFICERS

The initial officers of the corporation who shall serve until their successors are elected by the Board of Directors are:

JOEL E. EMBRY	Chief Executive Officer 1405 Park Avenue Suite 101 Fernandina Beach, FL 32034
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ARTICLE XII.
REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: JOEL E. EMBRY, 1405 Park Avenue, Suite 101, Fernandina Beach, FL 32034.

IN WITNESS WHEREOF, I, the undersigned subscribed incorporator, has hereunto set my hand and seal on this the 4th day of May, 2006, for the purposes of forming this corporation not for profit under the laws of the State of Florida.



JOEL E. EMBRY

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 4th day of May, 2006, by JOEL E. EMBRY, who is ✓ personally known to me or _____ who has produced _____ as identification.

Joanna R. Cason

Name: Joanna R. Cason
Notary Public, State of Florida

My Commission Expires: 9-3-06



JOANNA R. CASON
Notary Public, State of Florida
My comm. expires Sept. 3, 2006
Comm. No. DD 146800

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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:

COMMUNITY HEALTH INFORMATICS ORGANIZATION, INC.

2. The name and address if the registered agent and office is:

JOEL E. EMBRY
(Name)

1405 Park Avenue, Suite 101
(P. O. Box not acceptable)

Fernandina Beach, FL 32034
(City/State/Zip)

Signature

Joel E Embry
(Corporate Officer)

Title: INCORPORATOR

Date: May 4, 2006

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

Joel E Embry
JOEL E. EMBRY

Date

May 4, 2006

Registered Agent Filing Fee: \$35.00

FILED
06 MAY -8 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA