

Florida Department of State

Division of Corporations

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From:

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Account Number : I20030000107

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FLORIDA PROFIT/NON PROFIT CORPORATION

North East Florida Regional Health Organization, Inc

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FLORIDA DEPARTMENT OF STATE

Division of Corporations
NORTH EAST FLORIDA REGIONAL HEALTH ORGANIZATION, INC.
C/O REZNICSEK FRASER & HASTINGS, P.A.
240 PONTE VEDRA DRIVE, SUITE 150
PONTE VEDRA BEACH, FL 32082

SUBJECT: NORTH EAST FLORIDA REGIONAL HEALTH ORGANIZATION, INC.
REF: W06000021659

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Diane Cushing
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**ARTICLES OF INCORPORATION
OF
North East Florida Regional Health Organization, Inc.
(a Florida not-for-profit corporation)**

**ARTICLE 1
NAME**

The name of the corporation is:
North East Florida Regional Health Organization, Inc. (the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial street and mailing address of the Corporation is c/o Reznicsek Fraser & Hastings, P.A., 240 Ponte Vedra Park Drive, Suite 150, Ponte Vedra Beach, FL 32082.

**ARTICLE 3
DURATION**

The term of duration of the Corporation shall be perpetual.

**ARTICLE 4
PURPOSES, LIMITATIONS AND DISSOLUTIONS**

Section 4.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 ("the Code"), as amended, and the Treasury Regulations issued thereunder, or the corresponding section of any future federal tax code, and generally to engage in any other lawful endeavor or activity in furtherance of any of the foregoing purposes.

Section 4.2 Mission Statement. In furtherance of the foregoing purposes, and not in limitation thereof, the emphasis of the Corporation's activities shall be "to create a system for the collaborative use of health information and the efficiency and effectiveness of the delivery and coordination of health care services to improve the quality of health of people in the Northeast Florida and Southeast Georgia region."

Section 4.3 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 Section 4.1 of these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of

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statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or the corresponding section of any future federal tax code, or by (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

Section 4.4 Dissolution. Upon the dissolution of the Corporation, after paying and making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer, or conveyance by reason of dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

ARTICLE 5 MEMBERSHIP

The Corporation shall not have members, unless the Board of Directors determines to have members pursuant to the terms of the Bylaws.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board, or the "Board of Directors", or "Director", as appropriate), except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 6.2 Number and Election. The number of Directors constituting the initial Board of Directors shall be seven (7). The number of Directors may be expanded or reduced from time to time as provided in the Bylaws, but shall never be less than three (3). The Directors shall be elected or appointed in such manner and to serve for such terms as shall be provided in the Bylaws of the Corporation.

Section 6.3 Names and Addresses of Initial Board of Directors. The names and addresses of the initial Board of Directors are:

Name
Philip F. Adler, DPM

Address
Podiatry Associates of Florida
3636 University Boulevard, S., Building C Jacksonville, FL
32216

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William L. Carriere, MD	Family Care Partners of Northeast Florida 6484 Ft. Caroline Road Jacksonville, FL 32277
Paul W. Farrell, MD	Jacksonville Heart Center 836 Prudential Drive, Suite 1700 Jacksonville, FL 32207
Jack Groover, MD	Borland-Groover Clinic 4800 Belfort Road Jacksonville, FL 322556
Richard Lewis, MD	McIver Clinic 710 Lomax Street Jacksonville, FL 32204
John Purcell, MD	Northeast Florida Endocrine, Diabetes, Osteoporosis Center 1800 Barrs Street, Suite 520 Jacksonville, FL 32204
Mitchell Rothstein, MD	Pulmonary and Critical Care Associates 425 N. Lee Street, Suite 202 Jacksonville, FL 32204

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ARTICLE 7
INDEMNIFICATION

Subject to the Bylaws, the Board of Directors is hereby specifically authorized to make provisions for indemnification of Directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 8
BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of two-thirds (2/3) of the Directors of the Corporation.

ARTICLE 9
AMENDMENTS

These Articles of Incorporation may be amended only by the approval of two-thirds (2/3) of the Directors of the Corporation.

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ARTICLE 10
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is c/o Reznicek Fraser & Hastings, P.A., 240 Ponte Vedra Park Drive, Suite 150, Ponte Vedra Beach, FL 32082, and the name of its initial registered agent at such address is Rick M. Reznicek, Esquire.

ARTICLE 11
INCORPORATOR

The name and street address of the incorporator of the Corporation is:

William L. Carriere
Family Care Partners of Northeast Florida
6484 Ft. Caroline Road
Jacksonville, Florida 32277

The Undersigned, being the incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declares and certified that the facts herein stated are true this 4 day of ~~April~~^{May}, 2006.


William L. Carriere, Incorporator

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**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That North East Florida Regional Health Organization, Inc., a not for profit corporation duly organized and existing under the laws of the State of Florida, with its registered office being c/o Reznicsek Fraser & Hastings, P.A., 240 Ponte Vedra Park Drive, Suite 150, Ponte Vedra Beach, FL 32082, County of St. Johns, State of Florida, has named Rick M. Reznicsek, Esquire, as its registered agent to accept service of process within this state.

5-4-06

Date



William L. Carriere, Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

5-4-06

Date


Rick M. Reznicsek, Esquire

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