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FLORIDA PROFIT/NON PROFIT CORPORATION

CLINICA DEL SOL, INC.

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7/5/06

**ARTICLES OF INCORPORATION OF
CLINICA DEL SOL, INC.**

A NOT-FOR-PROFIT CORPORATION

**ARTICLE 1
NAME**

The name of the Corporation shall be "Clinica del Sol, Inc." (hereinafter referred to as the "Club"). Its principal office shall be at 101 Palm Harbor Parkway, Palm Coast, Florida 32137, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE 2
DURATION**

The period of duration of the Club is perpetual.

**ARTICLE 3
PURPOSE AND POWERS**

The Club is a not-for-profit corporation organized under the not-for-profit corporation law of the State of Florida. The purpose of the corporation is to engage in any lawful action activity for which a corporation may be organized under such laws.

**ARTICLE 4
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Club is one which does not permit pecuniary gain or profit. After the date of the transfer of the management and control of the Club to the members of the Club, as designated in the Bylaws, no part of any net earnings shall inure to the benefit of any member, director, officer, or other private individual and, as such, they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Club.

**ARTICLE 5
NO CAPITAL STOCK**

The Club shall have no capital stock and shall be composed of members rather than shareholders.

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ARTICLE 6 LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

ARTICLE 7 BOARD OF DIRECTORS

The members of the Club will be entitled to elect the members of the Board of Directors as provided in the Bylaws.

ARTICLE 8 LIMITATION OF DIRECTOR LIABILITY

No director of the Club shall be personally liable to the Club or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Club or its members; (b) acts or omissions which are not in good faith or which involve intentioned misconduct or a knowing violation of law; or (c) any transaction from which the director derives an improper personal benefit. For purposes of this Article, the term "director" includes a trustee and a person who serves on the board or council of the Club in an advisory capacity.

ARTICLE 9 INCORPORATOR

The name and residence of the incorporator is as follows:

Name

Address

Peter C. Roehr

4 Old Oak Drive South
Palm Coast, FL 32137

ARTICLE 10 INDEMNIFICATION

To the fullest extent authorized under Chapter 617 of the Florida Statutes, or any successor chapter or statute, the Club shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or an officer of the Club from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being a member of the Board of Directors or an officer of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such a member of the Board of Directors or an officer of the Club, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; and if allowed by applicable statute, the Club may advance to any such person funds to pay expenses for all legal and other expenses reasonably

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incurred by him or her in defending any such claim upon receipt of an undertaking to repay such amount unless it is determined that such person was entitled to indemnification hereunder; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct or otherwise prohibited by applicable Florida law.

ARTICLE 11 AMENDMENTS

These Articles may be altered or amended by the Board of Directors, at any regular or special meeting of the Board of Directors, as long as the amendment or alteration is not materially adverse to the rights of the members. Any amendment which is materially adverse to the rights of members must be approved by a majority vote of the members, in accordance with the Bylaws.

ARTICLE 12 INITIAL REGISTERED AGENT FOR SERVICE OF PROCESS

The registered agent for the Club and the registered office for the Club at that address are the following: NRAI Services, Inc., 2731 Executive Park Dr., Suite 4, Weston, FL 33331.

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this ____ day of 6/30, 2006.


Peter C. Roehr

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST – THAT CLINICA DEL SOL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 101 PALM HARBOR PARKWAY, PALM COAST, FLORIDA 32137.

SECOND – NRAI SERVICES, INC., LOCATED AT 2731 EXECUTIVE PARK DR., SUITE 4, WESTON, FL 33331 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

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Peter C. Roehr, as Incorporator

DATE: 6/30/2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 

NRAI Services, Inc., as Registered Agent

KAREN REDMAN

DATE: 6/30/2006

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