

Division of Corporations

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*Attn: Tami Fassel*

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Tri-County Medical Foundation, Inc.**

|                       |                |
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| Estimated Charge      | <b>\$78.75</b> |

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**ARTICLES OF INCORPORATION  
OF  
TRI-COUNTY MEDICAL FOUNDATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned hereby incorporates a nonprofit corporation without capital stock or stockholders, under the provisions of the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, and for that purpose adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is TRI-COUNTY MEDICAL FOUNDATION, INC.

**ARTICLE II - PURPOSES AND POWERS**

(1) The Corporation is organized, and shall be operated *exclusively* for the following purposes and shall have the following powers:

(a) To conduct and carry on its work, not for profit, but exclusively for charitable, scientific or educational purposes, or testing for public safety, all within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws, in such manner (i) that no part of its income or property shall inure to the private benefit of any donor, director, member or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation;

(b) To organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, educational or testing, activities and institutions, as from time to time may be determined, selected or decided upon the Corporation's Board of Directors consistent with the purposes stated above; and

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities, and projects:

(i) To solicit and acquire by gift, exchange, or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

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(iii) To give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests, or devises of property of any kind which any person, firm, or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money and give security therefor by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501(c)(3) of the Code;

(viii) To the extent permitted by law, to enter into contracts with any corporate trust company for the purposes of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants and others in connection with the performance of any duty or trust arising under such agreement; and

(ix) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 617, Florida Statutes, or any other applicable law or statute of the State of Florida, or not permitted by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

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(2) Notwithstanding any provision heretofore stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The Corporation shall not purchase nor retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

#### ARTICLE III - DURATION

(1) The Corporation shall have perpetual duration.

(2) The Corporation's existence shall commence upon the filing of the Articles of Incorporation with the Department of State of the State of Florida.

(3) The Incorporator of the Corporation is as follows:

| <u>Name</u>          | <u>Address</u>                              |
|----------------------|---|
| James F. Heckin, Jr. | 215 N. Eola Drive<br>Orlando, FL 32801-2028 |

#### ARTICLE IV - DISSOLUTION

If, at any time, the Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(2) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

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(3) Assets that have been received and are held by the Corporation subject to limitations permitting their use only for charitable, scientific, educational, and/or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Code, or to the Federal government, or to a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

(4) Other assets, if any, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any State, that are exempt under section 501(c)(3) of the Code, or to the Federal government, or to a State or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(5) Any assets not disposed of pursuant to the provisions of Article IV set forth hereinabove shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations as the court shall determine which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Code.

#### ARTICLE V - MEMBERS

The names and addresses of the initial Member is as follows:

| <u>Name</u>             | <u>Address</u>                            |
|-------------------------|---|
| Jeffrey M. Kerina, M.D. | 976 Fairview Avenue<br>Mt. Dora, FL 32757 |

There shall be one class of Members of the Corporation. All voting rights of the Members, including, but not limited to, the right to amend these Articles of Incorporation and the right to elect directors of the Corporation, shall be held solely by the Members, who shall each be entitled to one vote.

#### ARTICLE VI - DIRECTORS

(1) The affairs of the Corporation shall be conducted by the Board of Directors and by such committees and officers as shall be provided in the Bylaws of the Corporation.

(2) The Board of Directors shall consist of not less than three (3) persons. The election of Directors shall take place at the annual meeting of the Members in the manner set forth in the Bylaws of the Corporation.

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(3) The term of office of each Director shall be as provided by the Bylaws of the Corporation. Each Director so elected shall hold office for said term and until his or her respective successor shall have been duly elected and shall have accepted office.

(4) Directors may be removed from office during their term of office as provided in the Bylaws of the Corporation.

(5) The annual meetings of the Corporation's Members and Board of Directors shall be held at such time and place as may be fixed by the Bylaws of the Corporation.

(6) The duties and powers of the Board of Directors, committees and officers of the Corporation shall, except as herein otherwise specifically provided, be such as are usually incident to similar Board of Directors, similar committees and similar officers, and in addition, shall be such as may be conferred upon such officers by law, or by amendment to the Articles of Incorporation or Bylaws of the Corporation, or by appropriate corporate resolution.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial Board of Directors of the Corporation are as follows:

| <u>Name</u>             | <u>Address</u>                            |
|-------------------------|---|
| Jeffrey M. Kerina, M.D. | 976 Fairview Avenue<br>Mt. Dora, FL 32757 |
| Jane Miller-Kerina      | 976 Fairview Avenue<br>Mt. Dora, FL 32757 |
| Thomas Kambandi Kerina  | 976 Fairview Avenue<br>Mt. Dora, FL 32757 |

#### ARTICLE VIII - REGISTERED OFFICE AND AGENT

Until otherwise changed, the street address of the initial principal office and mailing address of the Corporation is 976 Fairview Avenue, Mt. Dora, Florida 32757, and the name and street address of its initial registered agent/office for service of process is James F. Heekin, Jr., 215 N. Eola Drive, Orlando, Florida 32801-2028.

#### ARTICLE IX - OFFICERS

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular officers of the

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Corporation at the annual meeting for terms of one year. Such annual meeting shall be held in accordance with the Bylaws of the Corporation.

#### ARTICLE X - AMENDMENTS

(1) The Corporation's Articles of Incorporation may be amended by the Members in the manner provided by law.

(2) The Directors shall adopt Bylaws for the Corporation and may change or revise such Bylaws at any time and from time to time.

#### ARTICLE XI - LIABILITIES

The private property of the incorporator and of the Directors shall not be subject to any of the Corporation's debt and liabilities.

#### ARTICLE XII - INDEMNIFICATION

(1) To the extent not otherwise in conflict with the provisions of Article II of these Articles of Incorporation, the Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that he is or was a member, director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

(2) To the extent not otherwise in conflict with the provisions of Article II of these Articles of Incorporation, the Corporation shall indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a member, director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if the person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that

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no indemnification shall be made under this provision in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(3) To the extent that a member, director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in sections (1) or (2) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection with such proceeding.

(4) Any indemnification under sections (1) or (2), unless pursuant to a determination by a court of competent jurisdiction, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member, director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct described in section (1) or (2) of this Article. That determination shall be made by (i) the board of directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such proceeding, or if such a quorum is not obtainable, then by majority vote of a committee designated by the board of directors, including those board members who are parties to the proceeding, consisting solely of two or more directors who are not at the time parties to the proceeding; or (ii) independent legal counsel selected by the full board of directors or by the committee; or (iii) the members of the Corporation by majority vote of a quorum consisting of members who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of members who were not parties to such proceeding.

(5) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible; provided, however, that if permissibility is determined by independent legal counsel, then the reasonableness of any expenses shall be determined by the directors or the committee appointing such counsel.

(6) The Corporation may pay expenses incurred by an officer, director or member in defending a civil or criminal proceeding in advance of the final disposition of such proceeding on the receipt of an undertaking by the officer, director, or member to repay such amount to the Corporation if he is ultimately found not to be entitled to indemnification by the Corporation. Expenses incurred by employees and agents of the Corporation may be paid in advance upon such terms and conditions that the board of directors deems appropriate.

(7) The indemnification and advancement of expenses provided by this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its members, directors, officers, employees or agents, under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action

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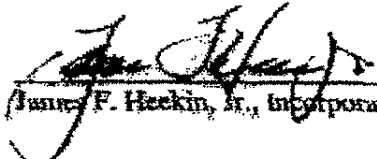
in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any member, director, officer, employee or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute (i) a violation of the criminal law (unless the member, director, officer, employee or agent had no reasonable cause to believe his conduct was unlawful, (ii) a transaction from which the member, director, officer, employee or agent derived an improper personal benefit, or (iii) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

(8) Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a member, director, officer, employee or agent and shall inure to the benefit of heirs, executors and personal representatives of such person, unless otherwise provided when authorized or ratified.

(9) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who was a member, director, officer, employee or agent, or who was serving at the request of the Corporation as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him under the provisions of this Article.

(10) Terms not expressly defined in this Article shall be defined elsewhere in the Articles of Incorporation or as provided in sections 607.0850 and 617.0831, *Florida Statutes* (2005). The indemnification provisions of this Article are intended to be as broad as permissible by Florida law and shall be deemed to automatically incorporate any expansion of the indemnification provisions which subsequently become law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12th day of October, 2006.

  
James F. Heckin, Jr., Incorporator

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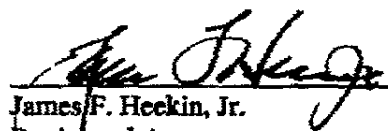
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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Tri-County Medical Foundation, Inc., which is contained in the foregoing Articles of Incorporation, and states that he is familiar with and accepts the obligations provided for in Chapter 617, *Florida Statutes*, as Registered Agent.

Dated this 12th day of October, 2006.

  
James F. Heckin, Jr.  
Registered Agent

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