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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7.6urch OCT 31 2006

# Putnam & Creighton, P.A.

Attorneys at Law

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Roberta J. Creighton<sup>1</sup>  
Lisa B. Lott

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500 South Florida Avenue, Suite 300, Lakeland, FL 33801

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<sup>1</sup>Board Certified Elder Law Attorney

October 26, 2006

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: *Polk Community Clinic, Inc.*


Gentlemen:

Enclosed herewith for filing please find the original and a copy of Articles of Incorporation with the certificate designating resident agent attached. A check in the amount of \$78.75 is also enclosed for filing fees in this regard.

It would be appreciated if you would return the copy of the Articles of Incorporation stamped received and your certificate of filing same to my office.

Thank you for your attention and consideration.

Sincerely,

  
Leslie Yelverton  
Secretary to Abel A. Putnam

Enclosures

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2006 OCT 30 PM 1:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION OF POLK COMMUNITY CLINIC, INC.

The undersigned incorporator hereby executes the following Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida:

## ARTICLE I

### NAME

The name of the corporation is **POLK COMMUNITY CLINIC, INC.**

## ARTICLE II

### PRINCIPAL OFFICE AND MAILING ADDRESS OF THE CORPORATION

The initial address of the principal office of the corporation is 3615 S. Florida Avenue, Suite 710, Lakeland, Florida 33803, and its mailing address is P.O. Box 2186, Bartow, Florida 33831-2186, which may be changed from time to time by action of the Board of Directors.

## ARTICLE III

### COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence effective upon the filing hereof, and shall exist perpetually thereafter until dissolved according to law.

## ARTICLE IV

### PURPOSES

1. This corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the Directors of this corporation and which shall further the said purposes.

2. No part of the net earnings of this corporation shall inure to the benefit of any Director or officer of this corporation, or any private individual (except that reasonable

compensation may be paid for services rendered to or for this corporation affecting on or more of its purposes), and no Director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

4. Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, scientific, or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no Director, officer, or private individual shall be entitled to share in the distribution of any of the assets.

## ARTICLE V

### POWERS

1. This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which it is organized.

2. This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

- a. As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or
- b. As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

3. Notwithstanding any other provision of these Articles of Incorporation, all of this corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this corporation to tax under Section 4942 of the Code.

4. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not:

- a. Engage in any act of self-dealing (as defined in Section 4941(d) of the Code);
- b. Retain any excess business holdings (as defined in Section 4943(c) of the Code);
- c. Make any investments in such manner as to subject this corporation to tax under Section 4944 of the Code; or
- d. Make any taxable expenditures (as defined in Section 4945(d) of the Code).

## **ARTICLE VI**

### **MEMBERS**

The Members of the corporation shall consist of only those persons who shall at the time constitute the board of directors hereof.

## **ARTICLE VII**

### **OFFICERS AND DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the Bylaws of this corporation and by officers who shall be elected by the Board of Directors. The offices thus to be elected shall be a president, a vice president, a secretary and a treasurer, and such other offices as may be provided for in the Bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the Bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the Bylaws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

## **ARTICLE VIII**

### **DIRECTORS**

The initial members of the Board of Directors of this corporation shall consist of the following members, who shall hold office until their successors have been duly elected and qualify:

Name

Address

Sergio B. Seoane, M.D.

3615 S. Florida Avenue, Suite 710  
Lakeland, Florida 33803

Sean McMicken

3615 S. Florida Avenue, Suite 710  
Lakeland, Florida 33803

Lillian Aguilera

3615 S. Florida Avenue, Suite 710  
Lakeland, Florida 33803

**ARTICLE IX**

**BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors.

**ARTICLE X**

**AMENDMENT OF ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein are subject to this reservation.

**ARTICLE XI**

**INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation is:

Name

Address

Sergio B. Seoane, M.D.

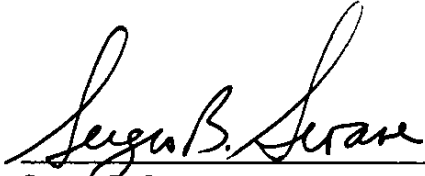
3615 S. Florida Avenue, Suite 710  
Lakeland, Florida 33803

**ARTICLE XII**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 500 S. Florida Avenue, Suite 300, Lakeland, Florida 33801, and the name of the initial registered agent of the corporation at that address is Abel A. Putnam. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 25 day of October, 2006.

 (SEAL)  
Sergio B. Seoane, M.D., Incorporator

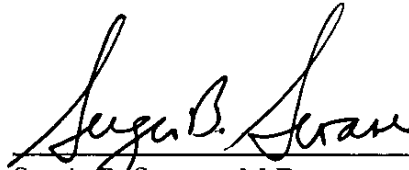
To: The Department of State  
Tallahassee, Florida 32304

**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 607.0501 of the Florida General Corporation Act, the following is submitted:

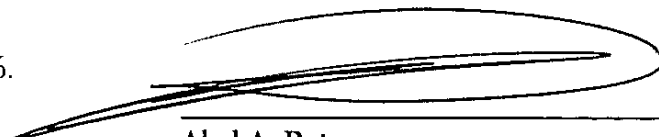
**POLK COMMUNITY CLINIC, INC.**, with its place of business at 3615 S. Florida Avenue, Suite 710, Lakeland, Florida 33803, has named Abel A. Putnam, located at 500 S. Florida Avenue, Suite 300, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: October 25, 2006.

  
Sergio B. Seoane, M.D.

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 the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: October 25, 2006.

  
Abel A. Putnam  
Registered Agent