

✓ NO60000012617

(Requestor's Name)

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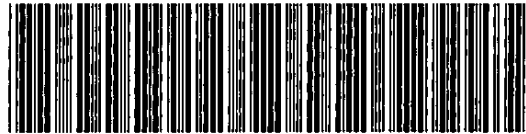
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2006 DEC 11 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEARCHED DEC 11 2006



VIA Federal Express
7906 2431 8858

December 8, 2006

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

Re: ***Resource Personnel, Inc.***

Dear Sir:

Please find enclosed the Articles of Incorporation for Resource Personnel, Inc., which is being formed as a not-for-profit corporation.

Enclosed is our check in the amount of \$183.75 which we understand is the fee for filing the enclosure (\$78.75) and providing us with 6 certified copies of the recorded document and 6 certificates of status for the corporation (\$52.50).

We would appreciate your returning the requested documents to our attention via Federal Express. An airbill is enclosed for this purpose.

Should you have any questions, please give us a call.

Sincerely,

A handwritten signature in dark ink, appearing to read "T.L. Trimble". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

T.L. Trimble, Vice President
Legal Services

Enclosures

TLT/mkl

I:\LEGAL\AHSS\deptState 120806 Resource Personnel.doc

**ARTICLES OF INCORPORATION
of
RESOURCE PERSONNEL, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 DEC 11 PM 2:59

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**ARTICLE I
Corporate Name**

The name of this corporation is RESOURCE PERSONNEL, INC. Its principal office shall be located at 602 Courtland Street, Orlando, Florida 32804.

**ARTICLE II
Corporate Nature**

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Not for Profit Corporation Act.

**ARTICLE III
Duration**

The term of existence of the corporation is perpetual.

**ARTICLE IV
General and Specific Purposes**

The specific and primary purpose for which this corporation is formed is to support the charitable activities of Sunbelt Health Care Centers, Inc. ("SHCC") by employing health care management personnel to provide services to organizations owned or controlled by SHCC.

SECTION 4.1 This corporation is an integral part of the system of medical and educational organizations operated throughout the world by the Seventh-day Adventist Church and shall always operate its total activity consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church. The purpose of this corporation is purely charitable, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall ever be used for carrying into effect its primary purpose.

SECTION 4.2 The general purposes and powers are:

- a. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise, and to sell and convert property, both real and personal, into cash;
- b. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate or encumber, and to deal in shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;
- c. To purchase or acquire, own, hold, use, lease (either as Lessor or Lessee), sell, exchange, assign, convey, dispose of, mortgage,

hypothecate or encumber real and personal property;

- d. To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust or other hypothecation of property, both real and personal;
- e. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit of amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision;
- f. To use the assets of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any of the purposes for which this corporation is formed and, without limiting the generality of the foregoing, for aid and assistance to and the benefit of Sunbelt, so long as such corporation remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;
- g. To do all things necessary, expedient or appropriate to the accomplishment of any of the objectives and purposes for which this corporation is formed; and

- h. To operate exclusively and in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws, governing the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

Notwithstanding any of the above statements, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Section 4.1 of this Article IV.

ARTICLE V

Management of Corporate Affairs

SECTION 5.1 **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be as provided in the bylaws; however, not less than two-thirds (2/3) of the members of the board must also be members from specific denominational constituencies, boards or executive committees of organizations listed in the *Seventh-day Adventist Yearbook*.

Members of the Board of Directors shall be elected and hold office in accordance with the bylaws.

SECTION 5.2 **Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE VI

Earnings and Activities of Corporation

SECTION 6.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 Article IV hereof.

SECTION 6.2 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 statements), any political campaign on behalf of any candidate for public office. .

SECTION 6.3 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code

of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 6.4 Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to private individuals and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits and net income of this corporation shall ever inure to the benefit of any director, officer or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to SHCC, a Tennessee not-for-profit public benefit corporation, provided that Sunbelt remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in the event SHCC shall no longer be in existence or shall not meet the foregoing conditions, such assets shall be

distributed to Adventist Health System Sunbelt Healthcare Corporation, which is organized and operated exclusively for religious and charitable purposes and has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. In the event Adventist Health System Sunbelt Healthcare Corporation is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the corporation, the assets of the corporation will be turned over to one or more organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code.

ARTICLE VIII

Membership

The corporation shall have one (1) class of members. Each member shall be entitled to one (1) vote. The members shall be designated and elected pursuant to the corporate bylaws. The initial member shall be SHCC, a Tennessee nonprofit public benefit corporation with its principal place of business located at 602 Courtland Street, Orlando, Florida 32804.

ARTICLE IX

Subscribers

The name and residence address of the subscriber of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Tamara L. Trimble	111 N. Orlando Avenue Winter Park, FL 32789

ARTICLE X
Amendment of Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to or new bylaws may be adopted by following the procedure set forth in the bylaws.

ARTICLE XI
Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII
Registered Agent and Office

The address of the corporation's registered office shall be 111 N. Orlando Avenue, Winter Park, Orange County, Florida 32789 and the name of its registered agent at said address shall be Tamara L. Trimble.

ARTICLE XIII
Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a

quorum of members for their vote unless a greater number is required by the bylaws.

I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed the Articles of Incorporation this 9th day of December, 2006.

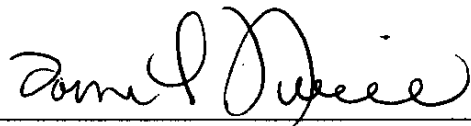


Tamara L. Trimble, Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated December 9, 2006.



Tamara L. Trimble