

NO6000012797

Mary M. Johnson
Clerk Circuit & County Court
Santa Rosa County
P.O. Box 472
Milton, Florida 32572-0472

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

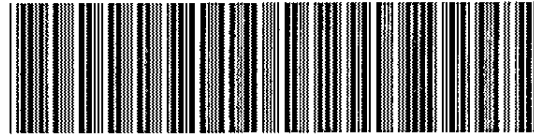
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CD 12-15-06
W06-47710



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 31, 2006

MARY M JOHNSON
P.O.BOX 472
MILTON, FL 32572-0472

SUBJECT: MARY M. JOHNSON
Ref. Number: W06000047710

We have received your document for MARY M. JOHNSON and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of incorporation must be filed to form the corporation.,

We are enclosing the proper form(s) with instructions for your convenience.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

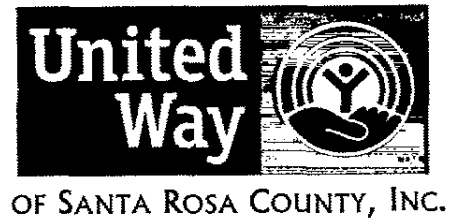
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 406A00064457

Department of State
Attention: Diane Cushing
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



November 21, 2006

SUBJECT: SANTA ROSANS FOR PUBLIC HEALTH, INC.

Enclosed are an original and one (1) copy of the Articles of Incorporation for **SANTA ROSANS FOR PUBLIC HEALTH, INC.** You received and processed the check of \$87.50 for the filing fee on October 31, and a copy of the front and back of the check is enclosed.

Please mail the Certificate of Incorporation to **SANTA ROSANS FOR PUBLIC HEALTH, INC.**, 6568 Caroline Street, Milton, Florida 32570.
Thank you.



Guy Thompson, Incorporator 11/21/06 Date

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06 DEC 15 AM 12:49

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SANTA ROSANS FOR PUBLIC HEALTH, INC.

(a not for profit corporation)

The undersigned incorporator of a not for profit corporation pursuant to the FLORIDA NOT FOR PROFIT CORPORATION ACT (CHAPTER 617 F.S.) adopts these ARTICLES OF INCORPORATION.

Article I

The name of this corporation is **SANTA ROSANS FOR PUBLIC HEALTH, INC.**

Article II

The initial address of the corporation is 6568 Caroline Street, Milton, Florida 32570.

Article III

This corporation is organized and operated exclusively for charitable, scientific, and educational purposes under section 501(c)(3) of the Internal Revenue Code, and any corresponding section of any future federal tax code. The primary charitable purpose for which the corporation is organized is the furtherance of public health by encouraging and financing activities promoting public health practices and programs in Santa Rosa County, Florida.

To help effectuate these purposes, it is the further purpose of this corporation to qualify as a charity under section 501(c)(3) of the Federal Internal Revenue Code and to qualify under the Florida SOLICITATION OF CONTRIBUTIONS ACT (Chapter 496 F.S.). Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

Article IV

The affairs of the corporation shall be managed by a Board of Directors having seven (7) directors with at least four (4) directors being primarily affiliated with Non-governmental Organizations. The directors shall reside in Santa Rosa County, Florida. The directors shall be appointed as follows and serve staggered terms of three years, with Class 'A' for an initial partial term of one (1) year; Class 'B' for an initial partial term of two (2) years; and Class 'C' for a full term of three (3) years:

Two directors shall be appointed by the Santa Rosa County Board of Commissioners, one for two years in Class 'B' and another for three years in Class 'C'; three directors shall be appointed by the Santa Rosa County Health Department one in each of Classes 'A, B, and C' with respective initial terms of one year in Class 'A', two years in Class 'B' and three years in class "C".; and two directors in Classes 'A' and 'C' shall be elected by a majority of the appointed directors for initial terms of one year and three years respectively.

Upon the expiration of any of the above designated terms a successor shall be appointed or elected for a full three year term. If a vacancy should occur prior to expiration of a term a successor shall be appointed or elected for the remaining portion of the existing term.

The Santa Rosa County Board of Commissioners or the Santa Rosa County Health Department may appoint a replacement director for any vacancy in their previous respective appointments.

Directors in office may elect, by majority vote, a director to fill any vacancy of any of the two elected director positions.

Article V

1. The directors shall elect a chairperson from their number who will preside over meetings of the directors. In the absence of the chairperson, the directors may designate who will preside for the meeting. Robert's Rules of Order will control unless suspended by a majority of those present and entitled to vote.
2. The directors shall appoint the officers of the corporation. The officers of the corporation shall be a president, secretary and treasurer.
3. The President shall be the general agent of the corporation and shall serve at the will of a majority of the directors.
4. The Secretary shall serve as the historian of the corporation and shall

maintain minutes summarizing all official meetings, determine who qualifies as a member and notify the members and directors of meetings and such other duties as may be assigned by a majority of the directors or the President.

5. The Treasurer shall be responsible for the finances of the corporation and shall report the financial condition of the corporation at the annual meeting and regularly scheduled meetings of the directors and such other duties as may be assigned by a majority of the directors or the President.

6. The responsibilities of the Secretary or Treasurer shall be performed by the President during any vacancy of office.

7. The incorporator of the corporation is Guy Thompson.

8. Annual Meetings shall be conducted on the third Tuesday of January of each year, at the offices of the corporation unless otherwise designated by a majority vote of the directors.

9. Bylaws may be developed, passed and amended upon a majority vote of the directors for the regulation and management of the affairs of the corporation.

10. No part of the net income, assets or property of the corporation shall inure to the benefit of, or be distributable to, its 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 these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

11. All of the property of this corporation is and shall be irrevocably dedicated to the purposes authorized under §501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal income tax code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or 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, with preference given to a purpose which relates to public health. Any assets not disposed as above described at dissolution shall be disposed of by the Circuit Court or other successor court of general jurisdiction of Santa Rosa County, Florida, exclusively for such charitable purposes or to organizations organized and operated for a charitable purpose, with a

preference to public health, as said Court shall determine.

Article VI

This corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporations Act and the Florida Business Corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled.

Article VII

These Articles may be amended only by unanimous vote of the directors.

Article VIII

This corporation shall have no members.

Article IX

The initial registered agent of the corporation is Rodney M. Johnson, 2625 San Clemente Drive, Milton, Florida 32583.

Article X

The undersigned, Guy Thompson, executes these ARTICLES OF INCORPORATION as INCORPORATOR, on this 21st day of November, 2006.

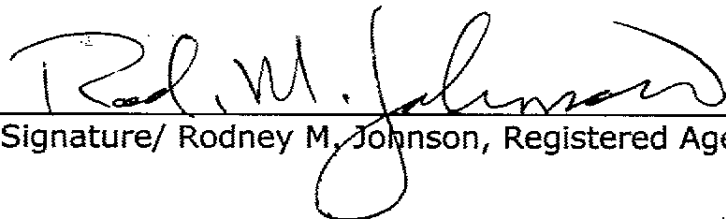


Signature/Guy Thompson, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 11-28-2006
Signature/ Rodney M. Johnson, Registered Agent Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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