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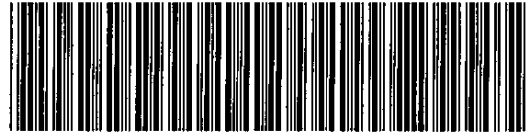
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2006 DEC 26 PM 4: 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 26 2006

RAHDERT, STEELE, BOLE & REYNOLDS, P.A.

ATTORNEYS AT LAW

THE ALEXANDER BUILDING

535 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33701-3703

GEORGE K. RAHDERT
ALISON M. STEELE
BRADLEY M. BOLE
THOMAS E. REYNOLDS
CELESTE A. SHARPE
LAYLA K. MCDONALD

TELEPHONE
(727) 823-4191

FACSIMILE
(727) 823-6189

OF COUNSEL:
JOHN W. DAY

December 19, 2006

FLORIDA DEPARTMENT OF STATE
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

**RE: ARTICLES OF INCORPORATION -
FLORIDA HEALTH NEWS, INC.**

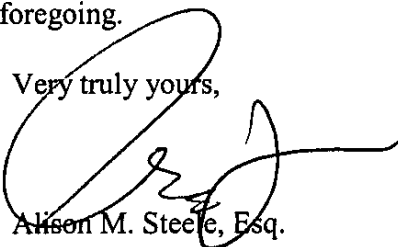
Gentlemen/Ladies:

Enclosed please find original Articles of Incorporation for FLORIDA HEALTH NEWS, INC., a corporation not-for-profit.

Also enclosed is our check made payable to the Florida Department of State in the total amount of \$78.75, representing filing fee of \$35 plus an additional \$35.00 for the Registered Agent Designation and \$8.75 for a certified copy of the Articles of Incorporation.

I thank you for your attention to the foregoing.

Very truly yours,



Alison M. Steele, Esq.

Enclosures

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2006 DEC 26 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
FLORIDA HEALTH NEWS, INC
(A Corporation Not-for-Profit)

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is **Florida Health News, Inc.**

ARTICLE II - ADDRESS

The initial principal place of business of the corporation shall be:

1811 S. Pinellas Avenue, Tarpon Springs, Florida 34689

The initial mailing address of this corporation shall be:

P.O. Box 21514, St. Petersburg, FL 33742-1514

The address and location of the corporation may be changed from time to time as directed by the Board of Directors.

ARTICLE III - PURPOSE

The specific purposes for which the corporation is organized include the following:

1. The corporation is organized exclusively for charitable, literary, scientific and educational purposes as set forth in 501(c)(3) of the Internal Revenue Code. The general purposes of the corporation are, and shall be:

- a) To offer underserved citizens access to information on looming state and local health decisions before they are made, so that the public can have a voice in shaping them.
- b) To preserve the traditional values of journalism -- independence, objectivity, commitment to public service and freedom from conflicts of interest -- in the new online media format.
- c) To develop a self-sustaining model of high-quality online journalism.
- d) To provide a public service by translating and explaining complex health issues to the public and to the mass media.

2. The income, property and assets of this corporation are irrevocably dedicated to charitable purposes and no part of the net income of this corporation shall inure to the benefit of, or be distributable 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 herein.

3. Notwithstanding any other provision of these Articles, the corporation shall not conduct activities not authorized for a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or 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).

ARTICLE IV - MEMBERS

The corporation shall be organized on a non-stock basis and shall have such classes of members, or no members, as set forth in the Bylaws.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Alison Steele, Esq.
Rahdert, Steele, Bole & Reynolds, PA
535 Central Avenue
St. Petersburg, Florida 33701

ARTICLE VI - INCORPORATOR

The name and residence of the incorporator is:

Martha Lenderman
7268 Moffatt Lane North
Pinellas Park, FL 33781

ARTICLE VII - DURATION

This corporation shall have a perpetual existence unless and until dissolved as now or hereafter provided by law.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

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

George Keramas	1811 South Pinellas Avenue	Tarpon Springs, FL 34689
Martha Lenderman	7268 Moffatt Lane North.....	Pinellas Park, FL 33781
Paula Hays	2401 52 nd Street South	St. Petersburg, FL 33707

Each Director named herein as a member of the initial Board of Directors shall hold office until the earlier of (i) the first annual meeting of the Board of Directors at which time an election of Directors shall be held, (ii) his/her death, resignation, removal with or without cause, or (iii) the election of his/her successor. Directors elected at the first annual meeting or at any other time, shall serve for terms as provided for in the bylaws.

ARTICLE IX - CORPORATE OFFICERS

The names of the initial officers who are to serve until the earlier of (i) the first annual Board of Director's meeting, (ii) his/her death, resignation, removal with or without cause, or (iii) the election of their respective successors, are:

President:	George Keramas
Vice President:	Martha Lenderman
Secretary:	Paula Hays
Treasurer:	Martha Lenderman

Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be as provided in the Bylaws.

ARTICLE X - BYLAWS

The initial Board of Directors shall establish bylaws for the conduct of the business of the corporation and the carrying out of its purposes as deemed necessary consistent with applicable laws and these Articles of Incorporation. Thereafter, the bylaws of this corporation may be made, altered, rescinded, and/or new bylaws adopted as provided in the Bylaws of this corporation.

ARTICLE XI - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be made by the Board of Directors as prescribed by law and the Bylaws of the corporation.

ARTICLE XII - DISSOLUTION

No person, firm or corporation shall receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, and none of these assets will be distributed to any member, officer, or director of this corporation.

ARTICLE XII - INDEMNIFICATION

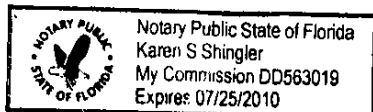
Neither the members, directors, nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever. The private assets of the members, officers and directors of this corporation shall be forever exempt from corporate debts and obligations of any kind whatsoever.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit, in pursuance of the general laws of the State of Florida, does make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of December, 2006.



Martha Lenderman, Incorporator



FLORIDA HEALTH NEWS, INC.

ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Florida Statutes, the above corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name and address of the registered agent and office is:

Alison M. Steele, Esq.
Rahdert, Steele, Bole & Reynolds, PA
535 Central Avenue
St. Petersburg, Florida 33701

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Alison M. Steele, Esquire

DATE: _____