

No6000013118

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

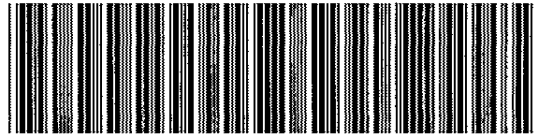
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

12/28



500082473015

12/28/06--01002--014 **78.75

RECEIVED
06 DEC 27 PM 4:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
06 DEC 27 AM 10:49
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TMH AFFILIATION GROUP, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Murray Moore, Jr., Pennington Law Firm
Name (Printed or typed)

215 South Monroe Street, 2nd Floor
Address

Tallahassee, FL 32301
City, State & Zip

222-3533
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
TMH AFFILIATION GROUP, INC.**

ARTICLE I

Name

The name of the corporation shall be TMH Affiliation Group, Inc. (the "Corporation").

ARTICLE II

Street Address

The street address of the principal office and mailing address of the Corporation shall be 1300 Miccosukee Road, Tallahassee, Florida 32308, ATTN: William A. Giudice.

ARTICLE III

Purposes

The Corporation shall be a nonprofit organization, and shall not have the authority to issue capital stock. The Corporation may seek to qualify under section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The purposes for which the Corporation is formed are all purposes sustainable under applicable local, state and federal law, including but not limited to providing a vehicle for the affiliation of Tallahassee Memorial HealthCare, Inc. Medical Staff physicians seeking information relating to professional liability insurance coverage, and to carry on any business related to these purposes.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes as now in effect or as may hereafter be amended.

ARTICLE IV

Membership

The Corporation may have members which shall be elected or appointed as set forth in the Bylaws of the Corporation. The Corporation may have different classes of the above described members.

ARTICLE V

Board of Directors

This Corporation shall be managed by a Board of Directors and shall have no less than three (3) nor more than six (6) directors. The directors and the number thereof shall be elected or appointed as provided by the Bylaws of the Corporation. The initial directors shall be:

FILED
06 DEC 27 AM 10:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
William A. Giudice	1300 Miccosukee Road Tallahassee, FL 32308
G. Mark O'Bryant	1300 Miccosukee Road Tallahassee, FL 32308
John Mahoney, M.D.	1300 Miccosukee Road Tallahassee, Florida 32308

ARTICLE VI Corporate Powers

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation may, but is not required to, seek to qualify as a corporation described in section 501(c)(3) of the Code.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof or be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in section 501(c)(3) of the Code.

**ARTICLE VII
Indemnification**

Any person or future director or officer of the Corporation and any present or future director or officer of any other corporation serving as such at the request of this Corporation, because of this Corporation's interest in such other corporation, or the legal representative of any such director or officer shall be indemnified by this Corporation against reasonable costs and expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any director or officer, or his legal representative, may be made a party by reason of his being or having been such director or officer to the fullest extent allowed by law. The privilege and power conferred by this article shall be in addition to and not in restriction or limitation of any other restriction or power which a corporation not for profit in Florida may have in respect to indemnification or reimbursement of directors or officers.

**ARTICLE VIII
Registered Agent**

The registered agent of this Corporation shall be William A. Giudice. The address of the registered agent shall be 1300 Miccosukee Road, Tallahassee, Florida 32308.

Having been named as registered agent and to accept service of process for the Corporation at the place designated above, 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 as provided for in Chapter 617, F.S.



William A. Giudice

**ARTICLE IX
Incorporator**

The name and address of the Incorporator is: William A. Giudice, 1300 Miccosukee Road, Tallahassee, Florida 32308.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 26 day of December, 2006.



William A. Giudice, Incorporator

FILED
DEC 27 AM 9:49
CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA