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April 25, 2007

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Heart of Florida Health Center, Inc.

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

# ARTICLES OF INCORPORATION

In Compliance with Chapter 617, Fla. Stat. (Not for Profit)

2007 APR 25 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE I NAME

The name of the corporation shall be:

**Heart of Florida Health Center, Inc.**

## ARTICLE II PRINCIPAL OFFICE

The principal street and mailing address of this corporation shall be:

333 N.W. 3<sup>rd</sup> Avenue, Ocala, FL 34475

## ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

A. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. It is intended that the corporation described herein shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, to the extent not inconsistent with any of the foregoing, the overall purpose of this corporation is the development and management of a federally-qualified community health center ("community health center") serving, at a minimum, the health and medical needs of the residents of Marion County, Florida consistent with federal law, these Articles and this corporation's bylaws.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 above.

C. 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 or in opposition to any candidate for public office.

D. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV ELECTION OF DIRECTORS; VACANCIES; REMOVAL; TERMS**

The manner in which the directors are appointed or elected, vacancies, removal and terms:

A. Initial Membership: The initial members of the Board of Directors have voluntarily joined together for the purpose of developing and preparing a federal grant application (for filing with the U.S. Department of Health and Human Services) in order to become a federally-qualified community health center in and for Marion County, Florida. Following the first Board of Directors meeting, half of the Board members shall be randomly assigned two (2) year terms and the remainder of the Board members shall be assigned three (3) year terms (in order to create staggered terms of office so that all members do not expire in any given year).

B. Subsequent Membership: After the establishment of the initial Board of Directors, the Board shall elect Board members as terms expire. The Board shall solicit nominations from the community serviced by the community health center, from community organizations, and from health and social service organizations consistent with the compositional requirements of the Board pursuant to this corporation's bylaws. The election of subsequent Board members will be held one month prior to the annual meeting of the Board. The election shall be at a regular or special called meeting, where a quorum is present, based upon a majority vote of the attending members. Nothing herein is intended to prevent this corporation's bylaws from providing some other manner of appointing or electing directors and officers.

C. Vacancies: Vacancies of the Board (whether caused by resignation, removal, death, or otherwise) shall be filled within sixty (60) days of said vacancy from a list of recommended eligible persons put together by the Board and the center's Executive Director. The election of a person to fill the vacant position shall be at a regular or special called meeting, where a quorum is present, based upon a majority vote of the attending members. The newly elected member will serve for the unexpired portion of the vacated term of office.

D. Removal: Membership on the Board may be terminated by resignation of a member, by resolution of the Board after any member has three (3) unexcused absences, or as provided in this corporation's bylaws. After two (2) unexcused absences, the Board's Secretary shall send or cause to send the member a reminder. On the third unexcused absence, the Board shall take action to terminate the membership of the individual. The position of the removed member shall be filled as provided for in dealing with vacancies on the Board.

E. Terms of Office: As provided above, the terms of office for the initial Board members shall be for either two (2) year or three (3) year terms (based upon random assignment). Thereafter, all terms of office shall be for three (3) year. No member of the Board may serve more than four (4) consecutive terms.

**ARTICLE V INITIAL DIRECTORS/OFFICERS**

The name(s), address(es) and title(s):

<b>Name</b>	<b>Address</b>	<b>Title</b>
Dyer Michell	2324 SE 14 <sup>th</sup> Street Ocala FL 34471	Chairperson/Director
Henry L. Harrell, Jr., M.D.	1706 SE 28 <sup>th</sup> Street Ocala FL 34471	Vice-Chairperson/Director
Evelyn Rusciolelli	2303 SE 17 <sup>th</sup> Street, Suite 101 Ocala FL 34474	Treasurer/Director
Paul E. Miles	P.O. Box 204 Silver Springs FL 34489	Secretary/Director

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

H. Randolph Klein, 333 NW 3<sup>rd</sup> Avenue, Ocala, FL 34475

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

H. Randolph Klein, 333 NW 3<sup>rd</sup> Avenue, Ocala, FL 34475

**ARTICLE VIII MANAGEMENT OF CORPORATE AFFAIRS.**

A. 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 this corporation shall be eleven (11) and, such number may be changed in this corporation's bylaws, as may be amended from time to time. One-half of the current Board membership plus one shall constitute a quorum for all Board action. The Board of Directors, in addition to ensuring the furtherance of these Articles and this corporation's bylaws, shall be responsible for ensuring that the community health center is operating in accordance with applicable federal, state, and local laws and regulations and its operations are financially viable; however, the community health center's Executive Director shall have primary responsibility over the day-to-day operations of the community health center. Further, without limiting the foregoing, the Board of Directors shall:

1. Participate in the development and preparation of the federal grant application necessary to become a federally-qualified community health center (as defined by the U.S. Department of Health and Human Services) operating in and for Marion County, Florida.
2. Provide comprehensive primary care services (including, without limitation, prevention and pharmaceutical programs) to residents of the medically under-served areas of Marion County, Florida.

3. Increase the accessibility of primary care services to the uninsured and under-insured population groups of Marion County that experience a shortage of primary health care.
4. As a community health center, strive to provide and deliver the highest possible quality of primary care in furtherance of the goals hereunder.
5. Develop an integrated primary care program with other community health resources.
6. Monitor the services being provided by the community health center to ensure that the needs of Marion County are being met within the constraint of the committed financial and other resources.
7. Ensure that professional standards are maintained and observed.
8. Assess, plan, implement and evaluate the community health needs of Marion County and interpret those needs for the staff of the center and the residents of the community.

B. Officers. The Board of Directors shall include the following officers: Chairperson, Vice-Chairperson), Treasurer, and Secretary, and such other officers as this corporation's bylaws may authorize. Officers shall have those duties set forth in the bylaws, as may be amended from time to time.

C. Members. This corporation's initial bylaws do not provide for members; however, nothing herein is intended to prevent the bylaws from being amended in the future to provide for members and to set forth the respective roles and responsibilities of members in this organization.

#### **ARTICLE IX DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to 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.

#### **ARTICLE X DISTRIBUTION ON DISSOLUTION**

The distribution of assets upon dissolution:

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 the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


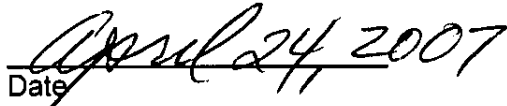

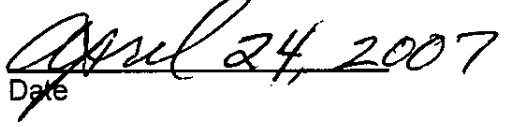
**ARTICLE XI            EFFECTIVE DATE**

The Effective Date shall be:

These Articles shall become effective on the date filed by the Florida Department of State, Division of Corporations.

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*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.*

 Signature/Registered Agent	 Date
 Signature/Incorporator	 Date

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