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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Florida Association of Free Clinics, Inc.

Certificate of Status	0
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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA ASSOCIATION OF FREE CLINICS, INC.  
(A Not for Profit Corporation Organized  
Under Chapter 617, Florida Statutes)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I  
NAME**

The name of this corporation shall be **FLORIDA ASSOCIATION OF FREE CLINICS, INC.** (hereinafter called the "Corporation")

**ARTICLE II  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is c/o Florida Association of Free Clinics, Inc., 7855 SW 104<sup>th</sup> Street, Suite 210, Miami, Florida, 33156.

**ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT**

The street and mailing address and county of the Corporation's initial registered office is 7855 SW 104<sup>th</sup> Street, Suite 210, Miami, Florida, 33156, in Miami-Dade County, Florida. The initial registered agent at that office is Michael M. Daily.

**ARTICLE IV  
PURPOSE**

This Corporation is a not-for-profit corporation that is organized and shall be operated exclusively for charitable, educational and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To promote access to basic health care services for the underserved/indigent population of Florida;
- (b) To provide networking and educational opportunities among the association members that are nonprofit entities, in order that such entities may create a strong organizational structure and provide more efficient and effective health care services to their target populations;
- (c) To augment and support existing health care service providers to promote the well being of the underserved/indigent population; and
- (d) To carry on such other activities in furtherance of and support of the foregoing

purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

#### **ARTICLE V** **LIMITATIONS**

No part of the net earnings 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (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 Code (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE VI** **BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall not be less than three (3). The number of members of the Board of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

#### **ARTICLE VII** **MEMBERSHIP**

The Corporation shall have one class of member, which shall have the qualifications and rights set forth in the Bylaws of the Corporation.

#### **ARTICLE VIII** **DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to one or more not-for-profit funds, foundations, or corporations which are organized and operated exclusively for charitable, educational and scientific purposes and which have established their tax exempt status under Section 501(c)(3) of the Code, as selected by the Board of Directors and approved by a majority vote of the members.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Michael M. Daily  
c/o Good News Care Center  
7855 SW 104<sup>th</sup> Street, Suite 210  
Miami, Florida, 33156

**ARTICLE X**  
**LIMITATION OF DIRECTOR LIABILITY**

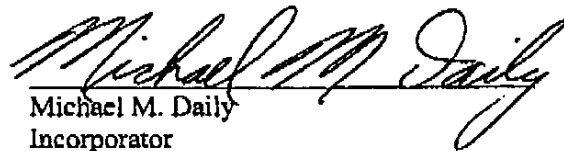
To the fullest extent permitted under Chapter 617 of the Florida Statutes and other applicable law, no director shall be personally liable for monetary damages to any person for any statement, vote, decision, or failure to take action, regarding organizational management or policy by a director, unless (i) the director breached or failed to perform his or her duties as a director, and (ii) the director's breach or failure to perform his or her duties constitutes any of the following: (a) a violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (b) a transaction from which the director derived an improper personal benefit; or (c) recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. If Chapter 617 of the Florida Statutes is amended to authorize further elimination or limitation of the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by Chapter 617 of the Florida Statutes, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendments, repeal or adoption of any inconsistent provision.

**ARTICLE XI**  
**INDEMNIFICATION**

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director of the Corporation, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it

permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such member, director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such member, director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation as of this 17<sup>th</sup> day of July, 2007.

  
Michael M. Daily  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

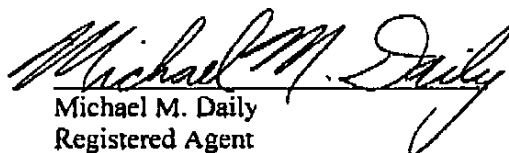
**WITNESSETH:**

That, Florida Association of Free Clinics, Inc., desiring to organize under the laws of the State of Florida, has named Michael M. Daily, located at Good News Care Center, 7855 SW 104<sup>th</sup> Street, Suite 210, Miami, Florida, 33156, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 17<sup>th</sup> day of July, 2007.

  
Michael M. Daily  
Registered Agent