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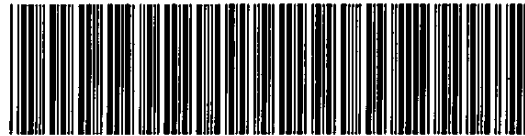
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

J. Simmons SEP 06 2007

COVER LETTER

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

SUBJECT: Palm Beach Medical Group Management Association,
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Inc

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: Linda Riche
Name (Printed or typed)

1515 N. Flagler Dr Ste 600
Address

West Palm Beach, FL 33401
City, State & Zip

(561) 659-2266
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION
OF
PALM BEACH MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

In order to form a corporation in accordance with the provisions of the laws of the state of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purpose and with the powers hereinafter mentioned.

ARTICLE I

1.01 CORPORATE NAME. The name of the corporation is: **PALM BEACH MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.**

ARTICLE II

2.01 TERM OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III

3.01 PURPOSE AND RESTRICTIONS. The purposes of the corporation and restrictions are as follows:

(a) This corporation is organized and operated exclusively for charitable, educational, religious, and humanitarian purposes consistent with the requirements for qualification as an exempt organization under section 501 (c)

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TALLAHASSEE, FLORIDA

(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (hereinafter, "the Code"), and for such other purposes as are consistent with its maintaining qualifications as an exempt organization under Code section 501 (c) (3).

(b) *The corporation shall restrict its operations to the promotion of charitable, educational, religious, and humanitarian purposes as described above within the meaning of section 501 (c) (3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall not take action inconsistent with the provisions of the Florida Not For Profit Corporation Act.*

(c) No part of the net earnings of the 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.

ARTICLE IV

4.01 NON-STOCK CORPORATION. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

ARTICLE V

5.01 REGISTERED AGENT AND REGISTERED OFFICE. The

initial Registered Agent and the street address of the initial Registered Office of the corporation in the state of Florida shall be:

Linda Riche, BSL, MBA
931 Village Blvd #905-125, West Palm Beach, FL 33409-1939

ARTICLE VI

6.01 PRINCIPAL OFFICE. The street address of the initial principal

office of the corporation in the state of Florida is: 931 Village Blvd, #905-125, West Palm Beach, FL 33409-1939

ARTICLE VII

7.01 DIRECTORS. The powers, business and affairs of the

corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The corporation shall initially have five (5) directors. The number of directors may be increased or decreased from time to time by amendment to the Bylaws but there shall be at all times at least five (5) directors. The method of electing the directors shall be provided in the Bylaws.

ARTICLE VIII

8.01 INCORPORATOR. The name and street address of the incorporator of this corporation is as follows:

Linda Riche, BSL, MBA
1515 N Flagler Dr, Ste 600, West Palm Beach, FL 33401

ARTICLE IX

9.01 MEMBERSHIP. This corporation shall have members.

ARTICLE X

10.01 DISTRIBUTION OF ASSET UPON DISSOLUTION. Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501 (c) (3) of the Code, as amended, or corresponding section of any future federal tax code.

ARTICLE XI

11.01 AMENDMENT. These Articles may be amended in the manner provided by law; provided, however, that any such amendment shall require the affirmative vote of at least two-thirds (2/3) of the incumbent members of the Board of Directors.

ARTICLE XII

12.01 BYLAWS. The initial bylaws of the corporation shall be adopted by the initial Board of Directors. The Board of Directors may change, amend, or repeal the Bylaws as provided herein.

ARTICLE XIII

13.01 INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION ON LIABILITY. This corporation shall indemnify the directors and officers of this corporation to the fullest extent permitted by applicable law. No director or officer of this corporation shall be liable to this corporation or any

other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exist or may hereafter be amended. Any amendment, modification, or repeal of this Article XIII shall not adversely affect any right or protection of a director or officer of the corporation hereunder in respect to any act or omission occurring prior to the time of such amendment, modification, or repeal.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at West Palm Beach, Palm Beach County, this 27 of August, 2007.

Hinda Riche
Incorporator

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