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TALLAHASSEE, FLORIDA

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## COVER LETTER

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

SUBJECT: SOUTHEAST REGIONAL GAY MEN'S HEALTH SUMMIT, 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: WILLIAM E JAMES, INCORPORATOR  
Name (Printed or typed)

1823 Admirals Way  
Address

FORT LAUDERDALE, FL 33316  
City, State & Zip

954-525-5096  
Daytime Telephone number

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

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**ARTICLES OF INCORPORATION**

07 SEP 27 PM 4:45

of

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SOUTHEAST REGIONAL GAY MEN'S HEALTH SUMMIT, INC.**

(A Non-Profit Corporation)

The undersigned hereby associate themselves to form a corporation for educational and charitable purposes under the provisions of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME of the CORPORATION**

The name of the corporation shall be: SOUTHEAST REGIONAL GAY MEN'S HEALTH SUMMIT, INC. (a Non-Profit Corporation).

**ARTICLE II**

**PRINCIPLE LOCATION of the CORPORATION**

The principal office and place of business of the corporation shall be 2601 NE 14<sup>th</sup> Avenue, Wilton Manors, Broward County, FL 33334.

**ARTICLE III.**

**PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 1: Purposes. The corporation is organized and shall be operated exclusively for educational and charitable purposes and not for pecuniary profit, for the purposes of (1) preserving and improving the emotional, physical, spiritual and social health of gay men within the Southeastern US region who continue to experience overall health disparities due to their sexual orientation through activities including educational forums where gay men, health providers and other care professionals can freely discuss and exchange concerns, current and best treatment practices; (2) improving the health of gay men by providing educational forums and materials surrounding diagnostics and prevention; and (3) to provide funds and contributions to other qualified charitable organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, and that exist to

fulfill purposes similar to those of the corporation and as the directors of the corporation may determine. In furtherance of its charitable and educational purposes set forth herein, the Corporation may solicit and receive funds and property by gift, transfer, devise or bequest, and shall administer and apply such funds and property for said purposes.

Section 2. Limitations on Actions. 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 as set forth in these articles of incorporation. 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 political office. Notwithstanding any other provisions 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 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 tax code. No employee or board member of the corporation shall engage in the practice of medicine on behalf of, or in any manner associated with the corporation.

Section 3. Dissolution. Upon dissolution of this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to an organization to be determined by the Board of Directors provided that such organization is exempt under Section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any future tax code, for use only by that organization 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 IV.**

##### **BOARD OF DIRECTORS**

Section 1: Duties of the Board: The governing body of the corporation shall be managed by the Board of Directors. The property, affairs and activities of the corporation shall be vested in the Board of Directors.

Section 2: Officers of the Board: The officers of the Board of Directors shall be the Chair, Chair-Elect, Secretary/Treasurer, and Immediate Past Chair. The officers of the Board of Directors shall be elected by the Directors at the annual meeting of the corporation, and shall hold office until the next election of officers and until their successors are elected and installed.

Section 3: The initial Directors of the corporation shall be:

- o Charles W. Martin, 1234 Washington Avenue, Suite 200, Miami Beach, FL 33139
- o Nicholas E. McKay, 265 N. Orange Street, Panama City Beach, Florida 32413
- o Thomas O. Millner, 2601 NE 14<sup>th</sup> Avenue, Wilton Manors, FL 33334
- o William E. James, 1823 Admirals Way, Fort Lauderdale, FL 33316
- o Kenneth J. Bargar 8452 25<sup>th</sup> Drive, Wellborn, FL 32094

Section 4. Removal of a Director: An officer or Board member may be removed for caused by a two-thirds majority vote of the Board of Directors after reasonable notice and full hearing before the Board.

Section 5: Future Directors: Election of new or additional directors shall be as set forth in the by-laws of the corporation.

Section 6: Term of Directors: The term of initial directors shall be a period of not more than one (1) year; and subsequent directors shall be elected for a term of one (1) year unless otherwise amended as set forth in the by-laws of the organization.

Section 7: Number of Directors: The board shall consist of not less than five (5) directors and not more than eleven (11) unless otherwise amended as set forth in the by-laws of the organization.

## **ARTICLE V.**

### **OFFICE AND REGISTERED AGENT**

Thomas O. Millner, whose office is located at 2601 NE 14<sup>th</sup> Avenue, Wilton Manors, Broward County, Florida 33334, is designated as the Registered Agent to accept service of process for the corporation within this state, and said Agent's acceptance is endorsed below.

## **ARTICLE VI.**

### **INCORPORATOR**

The incorporator is William E. James, 1823 Admirals Way, Fort Lauderdale, FL 33316.

## **ARTICLE VII.**

### **POWERS**

The corporation shall have all the powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

## **ARTICLE VIII.**

### **MEMBERSHIP**

Section 1: The corporation is a non-profit corporation and shall not have capital stock, but shall have members. For the purpose of voting and otherwise governing the affairs of the corporation, the corporation shall have only one class of members. Membership is open to executive directors, board members and employees of qualified regional education, prevention and support organizations that provide HIV/AIDS or other health services targeted towards men in the gay communities from within the area of Florida, Georgia, North Carolina, South Carolina, Virginia, Tennessee, Alabama, Mississippi and Louisiana, provided, however that no more than two individuals from any such organization may be members; to those who from time to time, contribute money or other property to the corporation and meet other standards as may be fixed, from time to time, by the By-Laws of the corporation. Membership is not automatic and each person desiring membership must request same and is subject to the approval of the Board of Directors. Each member shall have one vote on all matters affecting the corporation.

Section 2: Initial members shall include:

- o Charles W. Martin
- o Nicholas E. McKay
- o Thomas O. Millner
- o William E. James
- o Kenneth J. Bargar

## **ARTICLE IX.**

### **TERM OF EXISTENCE**

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

## **ARTICLE X.**

### **OFFICERS**

The Board of Directors shall elect officers as described in the Bylaws.

## **ARTICLE XI.**

### **STOCK AND DIVIDENDS PROHIBITED**

The corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the corporation.

## **ARTICLE XII**

### **Annual Meetings**

An annual meeting of the membership will be held on the fourth Thursday of October each year, or at such other time as the Board of Directors may elect. All members in good standing are permitted to attend and vote on any matters that may come before the membership. The Board of Directors will hold an annual meeting on the second Tuesday of January or such other time as the Board of Directors may elect and communicate to the membership.

## **ARTICLE XIII.**

### **AMENDMENT**

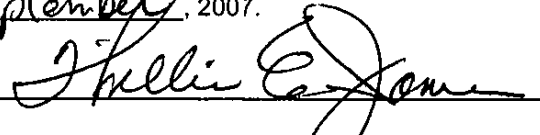
Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors.

## **ARTICLE XIV.**

### **EFFECTIVE DATE**


The effective date of the ARTICLES of INCORPORATION for SOUTHEAST REGIONAL GAY MEN'S HEALTH SUMMIT, INC. shall be the date such articles are received by the State of Florida Department of State Division of Corporations.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 24<sup>th</sup> day of September, 2007.

  
William E. James, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been designated as the registered agent of Southeast Regional Gay Men's Health Summit, Inc. (the corporation), does hereby accept that designation.

  
\_\_\_\_\_

Thomas O. Millner, Registered Agent

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