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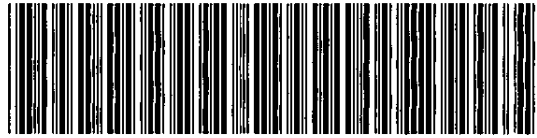
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Clay County Medical Society, 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: Jay W. Millson
Name (Printed or typed)

P.O. Box 416
Address

Orange Park, FL 32073
City, State & Zip

904-353-7536
Daytime Telephone number

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

ARTICLES OF INCORPORATION
CLAY COUNTY MEDICAL SOCIETY, INC.
A CORPORATION NOT FOR PROFIT

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name and title of the corporation shall be: "Clay County Medical Society, Inc.," a not for profit corporation in compliance with Chapter 617, F.S.

ARTICLE II
PRINCIPAL OFFICE

The principle place of business shall be Clay County, Florida, with the principle mailing address for the Corporation being 555 Bishopgate Lane, Jacksonville, FL, 32204.

ARTICLE III
PURPOSES

The object and purposes of this Corporation, organized and operated within exemption provided by 26 U.S.C.A. Internal Revenue Code, Section 501 (c)(6), shall be:

- (a) to form an institution of scientific learning and to bring into an organization physicians of Clay County, State of Florida and proximate counties as described in the Bylaws (Article II) so that by frequent meetings and interchange of views, they may secure such intelligent unity and harmony in every phase of their profession as will promote the knowledge of medical science, will maintain a satisfactory standard of professional ethics and conduct, and will give greater effect to the opinions of the profession in all scientific, legislative, public health, material and social affairs; (2) to affiliate with other medical societies or associations of the various counties of the State of Florida and to become a member of, affiliate with and in conjunction with other medical societies and associations of the State of Florida.
- (b) To organize, manage, operate and maintain an institution of scientific research and learning dealing primarily with medical science, its problems and objectives.

ARTICLE IV
MEMBERS AND METHOD OF ADMISSION

(a) Every legally registered physician (MD/DO) residing and practicing in Clay County, or a physician residing or practicing in an adjoining county on permission of the medical society of the county, if such medical society exists, in which the applicant lives, who is of good moral and professional standing, and who does not support, or practice or claim to practice any exclusive system of medicine shall be eligible for membership in this Corporation and shall be admitted to the Society upon the affirmative vote of two-thirds of the members present at any meeting at which a quorum is present, after application for membership shall be made, filed and reported in the manner provided by the Bylaws of this Corporation. The same stipulations shall apply for associate members, who are qualified as physician assistants and nurse practitioners.

(b) Such fees shall be paid by the members of this Corporation as shall be provided by the Bylaws (Article III).

(c) Any member may be expelled or suspended from membership in this Corporation for such cause and in such manner as may be provided by the Bylaws (Article III).

**ARTICLE V
MANNER OF ELECTION**

Officers of this Corporation will be elected as provided in the Bylaws (Article IV).

**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VII
OFFICERS**

The affairs of the corporation shall be managed by the Board of Directors consisting of: President, President Elect, Secretary, Treasurer, Immediate Past President, Alliance President; and Board Member(s) At Large. The term of each officer shall set forth as specified by the Bylaws (Article IV). All officers shall be elected annually by the membership by the manner provided in the Bylaws (Article IV). Any vacancy in any office shall be filled in the manner prescribed by the Bylaws (Article IV). The names and residences of the officers hereto are:

<u>Name/Title</u>	<u>Residence</u>
Arjav A. Shah, MD, President	1332 Oaklanding Lane Orange Park, FL 32003
Scott N. Suhrer, MD, President-Elect	1736 Horizon Ct. Orange Park, FL 32003
Debbie A. Berlin, MD, Secretary	2728 Holly Point Rd. W. Orange Park, FL 32073
John J. Zapp, MD, Treasurer	1575 Sandy Springs Dr. Orange Park, FL 32003
Deivid O. Miller, MD, Immediate Past President	147 Passage Dr. Orange Park, FL 32073

**ARTICLE VIII
REGISTERED AGENT**

The name and address of the registered agent is:

Jay W. Millson
555 Bishopgate Lane
Jacksonville, FL 32204

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

Jay W. Millson
555 Bishopgate Lane
Jacksonville, FL 32204

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**ARTICLE X
BYLAWS**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Bylaws shall be made and adopted by the membership and thereafter may be altered, amended, rescinded or added to by appropriate action of the members in accordance with the Bylaws.

**ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation shall be proposed and adopted in the manner provided in the Bylaws at any annual or special meeting of the members.

**ARTICLE XI
DISSOLUTION**

Upon dissolution or other termination of the corporation, its entire assets shall be distributed to an organization qualified and accepted under said Section 501 c 3, as provided in Article X of the bylaws.

**ARTICLE XII
SPECIAL PROVISIONS**

No member shall have any vested right, interest or privilege in or to any of the assets, functions, affairs, property or franchise of the corporation, or any right, interest or privilege transferable or inheritable or which shall continue after a membership ceases. No officer or member of the Board of Directors shall receive directly or indirectly any compensation for his services, but the Directors may employ and compensate agents, attorneys and employees who devote their time and efforts to the work and affairs of the Corporation.

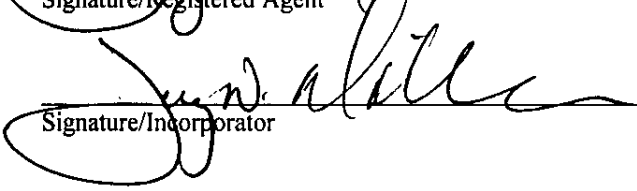
The Officers shall have the power to lease, mortgage, sell or otherwise contract with reference to the real estate of the Corporation and in that behalf to authorize the officers to execute leases, mortgages, contracts, deeds or other appropriate instruments when authorized and directed so to do in accordance with the Bylaws.

The bylaws may establish classes of membership limiting voting rights to one or more of such classes.

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

2-19-08
Date


Signature/Incorporator

2-19-08
Date