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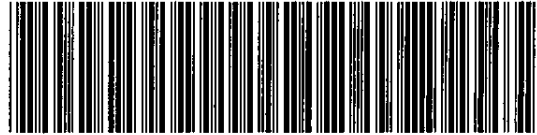
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08 MAY 27 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VA



Office of the Senior Vice President for Health Affairs
Equity and Diversity

PO Box 100014
Gainesville, FL 32610-0014
352-273-5310
352-392-9395 Fax

May 22, 2008

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 33314

RE: Florida Alliance for Health Professions Diversity

To Whom It May Concern:

Please find the enclosed original and one (1) copy of the Articles of Incorporation of the Florida Alliance for Health Professions Diversity accompanied by a check for \$78.75 for the filing fee and a certified copy. Please confirm receipt of this application by mail and provide a certified copy of the Articles of Incorporation to the address below. Feel free to contact me with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Rebecca R. Pauly, MD'.

Rebecca R. Pauly, MD
Associate Vice President, Health Affairs
1600 SW Archer Road, Room H-101
PO Box 100014
Gainesville, FL 32610-0014

**ARTICLES OF INCORPORATION
OF
Florida Alliance for Health Professions Diversity, Inc.
A Florida "Not for Profit" Corporation**

FILED
08 MAY 27 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

A. NAME OF CORPORATION: The name of the corporation is:

Florida Alliance for Health Professions Diversity, Inc.

B. PRINCIPAL OFFICE: The principal office of the corporation is located at:

2010 Levy Avenue, Suite 288
Tallahassee, Florida 32310

C. MAILING ADDRESS: The mailing address of the corporation is:

2010 Levy Avenue, Suite 288
Tallahassee, Florida 32310

D. REGISTERED AGENT: The name and address of the registered agent of the corporation is:

Rebecca R. Pauly, MD
1600 SW Archer Road, Room H-101
Gainesville, FL 32611-0014

E. DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws.

F. BOARD OF DIRECTORS: The method of selection of the Board of Directors shall be stated in the bylaws.

G. INCORPORATORS: The name and address of the incorporator is:

Rebecca R. Pauly, MD
Associate Vice President for Health Affairs, Equity and Diversity

1600 SW Archer Road, H-101
Gainesville, FL 32611-0014

H. CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. The purposes of the Florida Alliance for Health Professions Diversity, Inc. are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the

assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 29th
day of April, 2008.

Rebecca R. Pauly, MD
Rebecca R. Pauly, MD

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Florida Alliance, Inc., a Florida not for profit corporation.

Rebecca R. Pauly, MD
Rebecca R. Pauly, MD

April 29, 2008
Date

FILED
08 MAY 27 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA