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## FLORIDA PROFIT/NON PROFIT CORPORATION

North Port Physicians Association, Inc.

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**ARTICLES OF INCORPORATION OF  
NORTH PORT PHYSICIANS ASSOCIATION, INC.**  
A Florida Not-For-Profit Corporation

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The undersigned person, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation is **NORTH PORT PHYSICIANS ASSOCIATION, INC.**, a Florida not-for-profit corporation.

**ARTICLE II**

The address of the principle office of the corporation and its mailing address is:

3430 Tamiami Trail, Suite B  
Port Charlotte, FL 33952

**ARTICLE III**  
**DURATION**

This corporation shall have perpetual duration.

**ARTICLE IV**  
**PURPOSES**

This corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court 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.

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**ARTICLE V**  
**POWERS**

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

**ARTICLE VI**  
**MEMBERS**

This corporation is organized upon a non-stock basis.

The qualification for members and the manner of their admission shall be as regulated by the By-Laws.

The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

**ARTICLE VII**  
**REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the corporation and name of its initial Registered Agent at such address is:

DAVID A. HOLMES  
99 Nesbit Street  
Punta Gorda, FL 33950

**ARTICLE VIII**  
**DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The number of Directors shall initially be three (3); provided, however, that additional Directors may be added as provided by the By-Laws.

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The names and residence addresses of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
James E. White	21481 Harborside Blvd. Port Charlotte, FL 33952
David Fleszar	1705 Eagles Flight Way North Port, FL 34287
Stephen M. Ross	17501 O'Hara Drive Port Charlotte, FL 33948

The above-named initial Directors shall remain as Directors of the Corporation until their death or resignation. The method of election of Directors shall be as stated in the By-Laws.

#### **ARTICLE IX INCORPORATOR**

The name and address of the incorporator is:

DAVID A. HOLMES  
99 Nesbit Street  
Punta Gorda, FL 33950

#### **ARTICLE X 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 a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

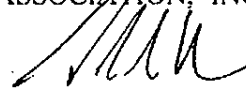
#### **ARTICLE XI AMENDMENT**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors. Notwithstanding the Directors power to amend these Articles of Incorporation, the initial Directors shall remain directors until their death or resignation.

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The undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation of NORTH PORT PHYSICIANS ASSOCIATION, INC., incorporated on this 14 day of November, 2008.



David A. Holmes, Incorporator

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