

# No 8000010748

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Phone : (407) 975-1410  
Fax Number : (407) 975-1414

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T.L. Trimble

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FLORIDA PROFIT/NON PROFIT CORPORATION

Quality Circle For Healthcare, Inc.

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**ARTICLES OF INCORPORATION  
FOR  
QUALITY CIRCLE FOR HEALTHCARE, INC.**

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation in compliance with F.S. Chapter 617, hereby adopts the following Articles of Incorporation.

**ARTICLE 1. NAME**

The name of the corporation is Quality Circle for Healthcare, Inc.

**ARTICLE 2. BUSINESS AND MAILING ADDRESS**

The business and mailing address of the Corporation's principal place of business is 111 N. Orlando Avenue, Winter Park, Florida 32789.

**ARTICLE 3. PURPOSES**

A. The Corporation is organized exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code ("Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. The charitable, educational and scientific purposes the Corporation will seek to advance include the interests of medical research and education in the fields of healthcare quality and patient safety. The Corporation may also seek to advance such purposes by granting charitable, educational and scientific contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

B. The specific purpose for which the Corporation is organized is to establish a mechanism whereby health care providers can share information (within a protected legal environment, both within the State of Florida and across state lines, without the threat that the information will be used

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against the disclosing health care provider) relating to patient safety events with the aim of improving patient safety and the quality of healthcare delivered and to promote the development of a culture of patient safety.

#### **ARTICLE 4. POWERS**

A. The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

#### **ARTICLE 5. LIMITATIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 in Article 3 hereof.

B. 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 public office.

C. Notwithstanding any other provision of these Articles of Incorporation, 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 section 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

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Code, or the corresponding section of any future federal tax code.

**ARTICLE 6. MEMBERSHIP**

This Corporation is formed as a Membership corporation. The initial member of the Corporation is Adventist Health System Sunbelt Healthcare Corporation, a Florida not-for-profit corporation and recognized by the Internal Revenue Service as a charitable organization within the meaning of 26 U.S.C. § 501(c)(3).

The Membership shall have such rights as set forth in these Articles of Incorporation and the Bylaws.

**ARTICLE 7. BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors of not less than three (3) individuals:

Rich Morrison	2400 Bedford Road Orlando, FL 32803
Diane Godfrey	2400 Bedford Road Orlando, FL 32803
Loren Hauck, M.D.	1035 Greenwood Blvd. Lake Mary, FL 32746

Each of the aforementioned directors shall hold a term of one (1) year or until their successor is appointed. The election of the directors shall be governed by the provisions of the Bylaws.

**ARTICLE 8. OFFICERS**

The Board of Directors shall elect a Chair, Vice-Chair, Secretary and Treasurer from among its members and may elect such other corporate officers as the Board shall deem necessary, who shall exercise such powers and perform such duties as shall be determined by the Board.

**ARTICLE 9. BYLAWS**

Bylaws shall be adopted, altered, amended or repealed by the members of the Corporation. The Bylaws may contain any

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provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law, the Articles of Incorporation or the Patient Safety Act.

**ARTICLE 10. REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 111 N. Orlando Avenue, Winter Park, FL 32789, and the name of the registered agent of the Corporation at that address is T.L. Trimble.

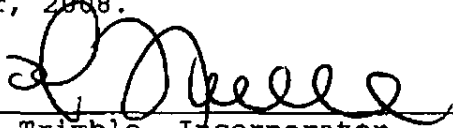
**ARTICLE 11. DISTRIBUTION OF SURPLUS ON LIQUIDATION**

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed 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 located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

**ARTICLE 12. AMENDMENTS**

These Articles of Incorporation may only be approved by a vote of the membership holding not less than 51% of the membership interests in the Corporation.

**IN WITNESS WHEREOF**, the undersigned has hereunto fixed her signature this 24<sup>th</sup> day of November, 2008.

  
\_\_\_\_\_  
T.L. Trimble, Incorporator  
111 N. Orlando Avenue  
Winter Park, FL 32789

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STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, the foregoing instrument was acknowledged before me by T.L. Trimble, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of November, 2008.

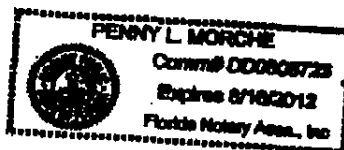
Notary Public

Penny L. Morche

My Commission Expires:

August 16, 2012

Seal




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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, T.L. Trimble, hereby accept appointment as the registered agent of Quality Circle for Healthcare, Inc.

Dated: November 24, 2008



T.L. Trimble

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