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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 DEC -1 PM 1:56

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COVER LETTER

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

SUBJECT: HOPE MEDICAL CLINIC, 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: COLLEEN COFFIELD SACHS
Name (Printed or typed)

36468 EMERALD COAST PKWY, STE. 7102
Address

DESTIN, FLORIDA 32541
City, State & Zip

850-654-3855
Daytime Telephone number

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

ARTICLES OF INCORPORATION OF
HOPE MEDICAL CLINIC, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, a majority of whom are citizens of the United States, acting as incorporators 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 the corporation:

Article I.

The name of the corporation is HOPE MEDICAL CLINIC, INC.

Article II.

The corporation shall be effective upon filing and shall have perpetual duration.

Article III.

The purposes for which the corporation is organized are:

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement and delivery of quality healthcare and professional medical services to low-income and working uninsured families at no charge to the patient or the patient's family.
- (b) The general purposes for which this corporation is formed are to operate exclusively for religion, charitable, education and scientific purposes which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements, or any other method of participation in any political campaign on behalf of any candidate for public office.
- (d) Notwithstanding any other provision 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 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 Code, or the corresponding section of any future federal tax code.

Article IV.

The directors named here as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held. Election shall be by a majority of the members present at the meeting. Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year, until

the annual meeting of members following the election of directors and until the qualification of the successors in office.

Article V.

The street address and mailing address of the initial principal office of the corporation is 150 Beach Drive, Destin, Florida 32541.

The initial registered office of the corporation is Chesser & Barr, P.A., 36468 Emerald Coast Parkway, Suite 7102, Destin, Florida 32541. The name of its initial registered agent at that address is Colleen Coffield Sachs, Esq.

Article VI.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at noon, on the 1st day of November of each year at the principal office of the corporation, or at any other time and place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaw of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and addresses of the persons who are to serve as the initial directors are:

Luke Lentz

15200 Emerald Coast Parkway
St. Maarten #506
Destin, Florida 32541

Timothy Roberts

236 Huck "n" Tom's Road
Santa Rosa Beach, Florida 32549

Melissa Key

4463 D Luke Avenue
Destin, Florida 32541

Article VII.

The name and address of the incorporator is:

Colleen Coffield Sachs, Esq.
Chesser & Barr, P.A.
36468 Emerald Coast Parkway, Suite 7102
Destin, Florida 32541

Article VIII.

The board of directors shall elect the following officers: president, vice-president, secretary and treasurer, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors.

Article IX.

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X.

The property of this corporation is irrevocably dedicated to the advancement of religion, charitable, education and scientific purposes and for other charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual, 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 Third hereof.


Article XI.

On 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 religion, charitable, education and scientific purposes and which has established its tax exempt status under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws; 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 XII.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators 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 on November 25, 2008.


11/25/2008
Colleen Coffield Sachs, Esq., incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


11/25/2008
Colleen Coffield Sachs, Esq., registered agent