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FLORIDA PROFIT/NON PROFIT CORPORATION

LEESAR, INC.

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
LEESAR, INC.**

(A Corporation Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this corporation shall be:

LeeSar, Inc.

The principal address of the corporation shall be:

401 Leonard Boulevard North
Lehigh Acres, Florida 33971

The mailing address of the corporation shall be:

401 Leonard Boulevard North
Lehigh Acres, Florida 33971

**II.
PURPOSES**

The purposes for which the corporation is organized are exclusively charitable, religious, scientific, literary 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.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes, including:

- A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

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B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

The specific purposes of the corporation are to provide, through intergovernmental cooperation, various programs and services including, without limitation, the purchasing and distribution of medical and other supplies, centralized record retention and management, pharmaceutical repackaging, custom sterile packs, courier service, and food service. By being able to provide these services for the Sarasota Memorial Health Care System, a Florida independent special district ("SMH"), the Lee Memorial Health System, a Florida independent special district ("LMH"), and such other governmental entities as may be added in the future (collectively, the "Governmental Entities"), the corporation shall achieve economies of scale that the Governmental Entities would not be able to achieve on their own, and, as a result, the corporation will lessen the burdens of government. In addition to the Governmental Entities, the corporation may extend such programs and services to entities which qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (collectively, the "501(c)(3) Entities").

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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, distributions, and grants in furtherance of the purposes set forth herein. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal 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).

III. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons and not more than nine (9) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

IV. INITIAL OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors of the corporation are as follows:

Gwen MacKenzie, Director
Chief Executive Officer of SMH
1700 South Tamiami Trail
Sarasota, Florida 34239

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Michael Harrington, Director
Chief Operating Officer of SMH
1700 South Tamiami Trail
Sarasota, Florida 34239

David Verinder, Director
Chief Financial Officer of SMH
1700 South Tamiami Trail
Sarasota, Florida 34239

Jim Nathan, Director
Chief Executive Officer of LMH
2776 Cleveland Avenue
Fort Myers, Florida 33901

John Wiest, Director
Chief Financial Officer of LMH
2776 Cleveland Avenue
Fort Myers, Florida 33901

Mike German, Director
Executive Director of Finance of LMH
2776 Cleveland Avenue
Fort Myers, Florida 33901

Robert Simpson, President
401 Leonard Boulevard North
Lehigh Acres, Florida 33971

**V.
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

**VI.
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

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**VII.
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 South Orange Avenue Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is J. Hugh Middlebrooks.

**VIII.
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is J. Hugh Middlebrooks, 200 South Orange Avenue, Sarasota, Florida 34236.

**IX.
MEMBERS**

The qualification for members and the manner of their admission shall be as stated in the Bylaws. The initial members of this corporation shall be:

Sarasota Memorial Health Care System
1700 South Tamiami Trail
Sarasota, Florida 34239

Lee Memorial Health System
2776 Cleveland Avenue
Fort Myers, Florida 33901

**X.
DISTRIBUTION UPON DISSOLUTION**


Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

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**XI.
AMENDMENT**


This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of December 2008.


J. Hugh Middlebrooks
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of LeeSar, Inc. to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.


J. Hugh Middlebrooks
Registered Agent

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