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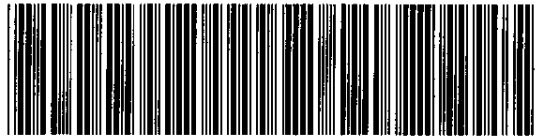
(Business Entity Name)

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FILED

2009 FEB 20 P 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 23 2009  
D.A. WHITE

**COVER LETTER**

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

SUBJECT: Charlotte County Medical Society Charitable  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Association, Inc.

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: TAMARA VAUGHN, Esq  
Name (Printed or typed)

1133 Bel Harbor Blvd Suite 1139 PMB 125  
Address

Porto Cordero FL 33950  
City, State & Zip

941-815-8551  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**FILED**

**FOR**

2009 FEB 20 P 12:46

***Charlotte County Medical Society Charitable Association, INC.***  
(a corporation not for profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**501 (c)(3)**

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated as a nonprofit corporation under the laws of the State of Florida and we do hereby subscribe to and adopt the following articles of incorporation:

**ARTICLE I**

**NAME AND MAILING ADDRESS**

The name of this corporation is

***Charlotte County Medical Society Charitable Association, INC.***

and its mailing address shall be 21434 Olean Blvd, Port Charlotte, Florida 33952.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III**

**PURPOSES**

The purposes for which this corporation is formed are exclusively charitable and educational and those within the authorization of Chapter 617, Fla. Stat. as well as within the meaning and exemption of I.R.C. Section 501 (c)(3) and include the following:

- A. Promote public health education and community awareness of health issues and concerns to promote the betterment of public health and to inform, educate and empower the public about health issues.
- B. To organize, manage and maintain a coalition of education and community outreach dealing primarily with medical challenges, advancements, opportunities problems and objectives as it relates to the physicians and citizens within Charlotte County.

- C. To support the charitable efforts of physicians and others, increase access to healthcare, and serve the community's health needs through innovative projects that are exemplary, affordable and dignified.
- D. To lessen the burden of local government by acting as a liaison with public health departments regarding public health issues and providing technical and consultative support to office staff of the public health department
- E. To support and promote ways to increase access to quality healthcare in the community by the administration and management of programs that seek to improve access to health care and health services with the potential to improve the health of the residents of Charlotte County.
- G. 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.
- H. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- I. 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.

#### **ARTICLE IV**

#### **MEMBERSHIP**

The membership of this corporation shall consist of those persons as may hereafter be admitted to membership pursuant to the Bylaws of the corporation. Members may be classified into different categories.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND INITIAL REGISTEREDS AGENT**

The street address of the initial registered office of the corporation is

The name of the initial registered agent of the corporation is:

**Pat Garriton**

**21434 Olean Blvd**

**Port Charlotte, Fl. 33952**

**ARTICLE VI**

**SUBSCRIBERS**

The name and residences of the subscribers to this certificate are:

**Name:**

**Address:**

**Pat Garriton**

**21434 Olean Blvd**

**Port Charlotte, Fl. 33952**

**ARTICLE VII**

**OFFICERS**

**Section 1:** The daily business affairs of this corporation shall be managed by the officers of this corporation. The officers shall be a president, vice-president, a secretary, a treasurer and such other offices as may be provided for in the Bylaws, all of whom shall be elected by the Board of Directors of the corporation at its annual meeting.

**Section 2:** Officers of this corporation shall be members of the Board of Directors.

**Section 3:** The names of the persons who are to serve as officers until the first election under these articles of incorporation are:

<b>Office:</b>	<b>Name:</b>	
President	Elvin M. Mendez	MD
Vice President	John P. Rioux	MD
Secretary	Pat Garriton	
Treasurer	Samir S. Vakil	DPM

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

**Section 1:** This corporation shall have five initial directors. The number of directors may be changed from time to time by the Bylaws but may never be less than three.

**Section 2:** The directors shall be members of the corporation.

**Section 3:** Members of the Board of Directors shall be elected at the annual meeting of the members and shall hold office in accordance with the Bylaws.

**Section 4:** The names and address of the initial Board of Directors, all of whom shall hold office until their successor are duly elected and qualified are:

<b>Name:</b>	<b>Address:</b>
John P. Rioux      MD	<b>21434 Olean Blvd Port Charlotte, Fl. 33952</b>
Elvin M. Mendez      MD	<b>21434 Olean Blvd Port Charlotte, Fl. 33952</b>
Samir S. Vakil      DPM	<b>21434 Olean Blvd Port Charlotte, Fl. 33952</b>
Marianito O. Asperilla MD	<b>21434 Olean Blvd Port Charlotte, Fl. 33952</b>
Pat Garriton	<b>21434 Olean Blvd Port Charlotte, Fl. 33952</b>

## **ARTICLE IX**

### **BYLAWS**

The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary, and may from time to time, amend, alter or rescind the same by simple majority vote of those present at a board meeting called for that purpose, or at a regular board meeting upon notice given, except as otherwise provided herein.

## **ARTICLE X**

### **AMENDMENTS**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of those present at a special meeting of the membership called for that purpose, or at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

## **ARTICLE XI**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making adequate provisions for the payment of all the liabilities of the corporation, distribute all of the remaining assets of the corporation to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, religious, educational and/or scientific purposes and which has established its exempt status under I.R.C. Section 501 (c)(3), or the corresponding provisions of any prior or future United State Revenue Code. Any corporate assets not so 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 said purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes as this corporation is organized.

## **ARTICLE XII**

### **INDEMNIFICATION**

Every officer and director of this corporation shall be indemnified by the corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with a proceeding to which he or she is a party or in which he or she is involved because of being or having been an officer or director of this corporation, or a settlement of such proceeding whether or not he or she is a director or officer at the time the expenses are incurred, unless he or she is judged guilty of willful misfeasance or malfeasance in the performance of his or her duties; but if the settlement is made, the indemnification applies only when the board of Directors approves the settlement and reimbursement as being in the best interest of the corporation. The indemnification is in addition to and not exclusive of other rights to which the directors or officers are entitled.

**ARTICLE XIII**  
**PROHIBITED ACTIVITIES**

**Section 1:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 of this corporation.

**Section 2:** No substantial part of the activities of the corporation shall be 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.

**Section 3:** Other provisions of these Articles of Incorporation, notwithstanding, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. 170(c)(2) or the corresponding provisions of any future United State Internal Revenue Code.

**Section 4.:** "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.



IN WITNESS WHEREOF, we the undersigned, being each of the subscribers to these articles, have executed these articles of incorporation this 30 day of January 2009.

Signed, Sealed and Delivered in the Presence of:

Gloria A. Huastao  
Witness

Pat Garriton  
Pat Garriton

GLORIA A. HUASTAO  
Print Name

Tamara Vaughn  
Witness

Tamara Vaughn  
Print Name

STATE OF FLORIDA )

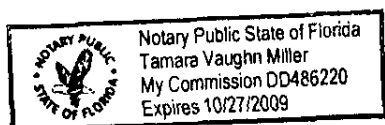
COUNTY OF CHARLOTTE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Pat Garriton who is personally known to me or who has produced personal ID as identification, as incorporator of **Charlotte County Medical Society Charitable Association, INC.** a Florida Corporation, and on behalf of the Corporation and acknowledged that she executed these Articles of Incorporation this 30 day of January 2009.

My Commission Expires:

Tamara Vaughn

Notary Public - Tamara Vaughn



**CERTIFICATE DESIGNATING A RESIDENT AGENT  
AND REGISTERED OFFICE**

In compliance with Section 48.091 Fla. Stat. the following is submitted:

Charlotte County Medical Society Charitable Association, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 21434 Olean Blvd Port Charlotte, Fl. 33952 has designated Pat Garrington whose address is 21434 Olean Blvd Port Charlotte, Fl. 33952 as its agent to accept service of process within this state.

***Charlotte County Medical Society Charitable  
Association, INC.***

**ACCEPTANCE**

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said laws relative to same.



PAT GARRINGTON

**FILED**  
2009 FEB 20 P 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA