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TALLAHASSEE, FLORIDA

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*American College of Surgeons  
Jacksonville Chapter  
Jefferson R. Edwards, III, M.D., F.A.C.S., President*

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Subject: JACKSONVILLE CHAPTER, AMERICAN COLLEGE OF SURGEONS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for the \$70 filing fee.

If there are any questions, please contact our Executive Secretary, Patti Chapman, at PO Box 5007, Jacksonville, FL 32247. A daytime phone number for her is 904-994-7355.

Thank you,

Jefferson R. Edwards, III, M.D.  
President

ARTICLES OF INCORPORATION  
OF THE  
JACKSONVILLE CHAPTER, AMERICAN COLLEGE OF SURGEONS

A CORPORATION NOT FOR PROFIT

We, the undersigned, for the purpose of forming a corporation not for profit under and pursuant to Florida Statutes, make, subscribe and acknowledge these as Articles of Incorporation, for filing with and approval by the Secretary of the State of Florida:

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AND  
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SEC  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE I – NAME

The name of the corporation shall be “JACKSONVILLE CHAPTER, AMERICAN COLLEGE OF SURGEONS, INC.”

ARTICLE II – PRINCIPAL OFFICE

The principal office and place of business of the corporation shall be located at 14546 St. Augustine Rd., Ste 305 Jacksonville, Florida, 32258, until otherwise established by the Council, and business of the corporation may be carried on at such other places as may from time to time be authorized by the Council. The mailing address is PO Box 5007, Jacksonville, FL 32247.

ARTICLE III – PURPOSE

The purposes for which the corporation is organized and shall be operated are: 1) to promote the aims, interests, ideals, and programs of the American College of Surgeons (hereinafter referred to as the “College”) in Jacksonville; 2) to serve as a medium of communication between the members of the Chapter and the College; 3) to elevate the standards of training and education in surgery; 4) to advance the science and practice of surgery; 5) to further a cooperative and fraternal spirit among Jacksonville surgeons; 6) to assist in providing hospital facilities of the highest professional standards; 7) to provide a medium through which all aspects of surgery may be discussed; 8) to provide a means through which the Fellows of the College may cooperate with other professional and civic groups concerned with the health of citizens; and 9) to engage in any lawful activity

within the purposes for which a corporation may be organized under the Florida Not-For-Profit Corporation Law which will further the accomplishment of the foregoing purposes.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation, the corporation shall not at any time engage in a regular business of a kind ordinarily carried on for profit, nor shall any part of its net earnings inure to the benefit of any member or individual, nor shall it perform particular services for any member or individual, nor shall it engage in any transaction which would cause it to be denied the status of any organization exempt from taxation under Section 501(c)6 of the Internal Revenue Code of the United States as amended from time to time.

In the event of the dissolution of the corporation, the Council shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all of the assets remaining to one or more organizations organized and operated for one or more or the purposes contained in these Articles or to such organizations as shall at the time qualify as exempt organization or organizations under Section 501(c)6 of the Internal Revenue Code of the United States, as amended from time to time. Provided, however, that neither the corporation, nor its officers, nor any of its members is authorized to represent or in any way bind the American College of Surgeons.

#### ARTICLE IV – MEMBERSHIP

The members of this corporation shall be the subscribers to these Articles of Incorporation, the officers and members named herein as members of the Council, and all Fellows of the American College of Surgeons in Jacksonville now members of the voluntary association known as the Jacksonville Chapter, American College of Surgeons, who are members in good standing at the date these Articles of Incorporation are effective, and all Fellows of the American College of Surgeons residing in Jacksonville who shall in the future desire to be members of the corporation and who shall comply with its By-Laws. Classes of membership and privileges commensurate with these classes shall be granted as provided in the By-Laws.

## ARTICLE V – REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be 14546 St. Augustine Rd., Ste 305, Jacksonville, Florida, 32258 and the name of the initial agenda at this address is Jefferson R. Edwards, III, M.D.

## ARTICLE VI – INCORPORATOR

The name and address of the subscriber to these Articles is:

Jefferson R. Edwards, III, M.D.  
President

14546 St. Augustine Rd., Ste 305  
Jacksonville, FL 32258

## ARTICLE VII – OFFICERS

The affairs of the corporation shall be managed by a President and Councilors, elected as provided in the By-Laws. The term of each officer shall commence upon the date these Articles of Incorporation become effective and shall expire when a successor is duly elected and qualified. All officers shall be elected at the annual meeting of the membership in the manner and at the time provided in the By-Laws and any vacancy in any office shall be filled in the manner prescribed by the By-Laws.

## ARTICLE VIII – NAMES OF OFFICERS

Until the first election under the By-Laws, the officer(s) who named to serve are:  
President, Jefferson R. Edwards, III, M.D., Vice President, Daniel Smith.

## ARTICLE IX – COUNCIL

The number of persons constituting the Council shall be not less than five, consisting of the President, additional elected Councilors as provided for in the By-Laws, and, in addition, the Governors of the American College of Surgeons residing in the Jacksonville, Duval County, Area of the Chapter and the Chairman of the State or Regional Trauma Committee as ex-officio members. The Council shall act as the Board of Directors of the corporation and shall have the powers, duties and functions as set forth

in the By-Laws. The names and addresses of the persons who are to serve as the Council until the first election thereof are:

Jefferson R. Edwards, III, M.D.  
President

14546 St. Augustine Rd., Ste 305  
Jacksonville, FL 32258

Daniel Smith  
Vice President

4500 San Pablo Rd.  
Jacksonville, FL 32224

Councilors shall be elected in a manner and for terms specified in the By-Laws of the Chapter. Any vacancy on the Council shall be filled in the manner prescribed in the By-Laws, and the number composing the Council may be changed in the manner provided in the By-Laws.

#### ARTICLE X – BY-LAWS

The first By-Laws shall be made and adopted by the Council and thereafter may be altered, amended, rescinded or added to by appropriate action of the members of the Chapter in accordance with the By-Laws.

#### ARTICLE XI – AMMENDMENT TO ARITCLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed by any member and may be adopted by a two thirds vote of the membership present at any annual meeting or any special meeting called for the purpose of considering such amendments.

IN WITNESS WHEREOF, the undersigned subscribers, natural person competent to contract, have hereunto set our hands and seals at Jacksonville, Florida, this 10<sup>th</sup> day of March 2009, a duplicate copy being subscribed and acknowledged.



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Jefferson R. Edwards, III, M.D., President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That JACKSONVILLE CHAPTER, AMERICAN COLLEGE OF SURGEONS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named JEFFERSON R. EDWARDS, III, M.D., located at 14546 St. Augustine Rd., Ste 305, at the City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Jefferson, R. Edwards, III, M.D.  
(Registered Agent)



Jefferson, R. Edwards, III, M.D.  
(Incorporator)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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