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2009 APR 24 PM 4:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch APR 27 2009

# Community Health Center



2823 North Australian Avenue  
West Palm Beach, FL 33407

April 21, 2009

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

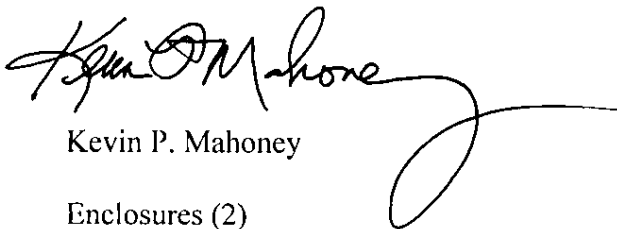
## **FQHC's of Florida, Inc.**

Dear Clerk:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation for FQHC's of Florida, Inc. A check in the amount of \$70.00 is also enclosed for the filing and registered agent fees.

Please call me at (561) 801-6403 or (561) 840-8681 if you have any questions.

Sincerely,

  
Kevin P. Mahoney  
Enclosures (2)

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**2009 APR 24 PM 4:46**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION  
OF  
FQHC's OF FLORIDA, INC.  
(a Florida not for profit corporation)**

The undersigned, acting as the incorporator of FQHC's of Florida, Inc., adopts the following Articles of Incorporation for such corporation pursuant to chapter 617, Florida Statutes.

**ARTICLE I – NAME**

The name of the corporation is FQHC's of Florida, Inc. (the "Corporation").

**ARTICLE II – PURPOSES**

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue law. The purposes for which the Corporation is organized include establishing community health centers to provide all of the required primary, preventive, enabling health services as appropriate and necessary to medically underserved areas and their related medically underserved population and to share the love of God with as many people as possible. The Corporation shall be authorized to engage in such activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and of the United States.

**ARTICLE III – BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by and under the authority of a Board of Directors, consisting of at least nine members but no more than twenty-five members, a majority of whom are being served by the health centers and, who as a group, represent the individuals being served by the centers. Directors of the Corporation shall be elected in the manner provided in the bylaws of the Corporation. The qualifications to serve as a director, the terms for which the directors shall serve, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial directors of the Corporation are James H. Scroggins, IV, 1101 South Flagler Drive, West Palm Beach, Florida 33401; Kevin P. Mahoney, 2823 North Australian Avenue, West Palm Beach, Florida 33407; Robert G. Glass, 2823 North Australian Avenue, West Palm Beach, Florida 33407.

#### **ARTICLE IV - OFFICE AND MAILING ADDRESSES**

The street address of the initial principal office of the Corporation and the mailing address of the Corporation is 2823 North Australian Avenue, West Palm Beach, Florida 33407.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is Kevin P. Mahoney and the street address of the initial registered office of the Corporation is 2823 North Australian Avenue, West Palm Beach, Florida 33407.

#### **ARTICLE VI – DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations that qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States internal revenue law, as the Board of Directors shall determine.

#### **ARTICLE VII - LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or corresponding provisions of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any future United States internal revenue law.

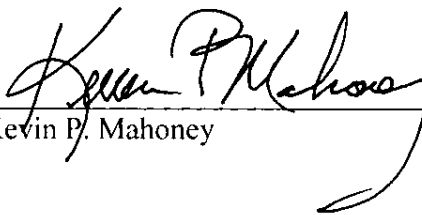
#### **ARTICLE VIII - BYLAWS**

The Board of Directors of the Corporation shall have the exclusive power to adopt, amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.

## ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Kevin P. Mahoney, 2823 North Australian Avenue, West Palm Beach, Florida 33404.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of April, 2009.

  
Kevin P. Mahoney

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA