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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**HEALTHNOW FOUNDATION OF POLK COUNTY, INC.**

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ARTICLES OF INCORPORATION  
OF

HEALTHNOW FOUNDATION OF POLK COUNTY, INC.  
A Florida Not-For-Profit Corporation

The undersigned, acting as incorporator of HealthNow Foundation of Polk County, Inc., a Florida corporation (the "Corporation"), under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the Corporation is: HealthNow Foundation of Polk County, Inc.

**ARTICLE II: ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation are:

500 South Florida Avenue, Suite 800  
Lakeland, Florida 33801

**ARTICLE III: DURATION AND COMMENCEMENT**

The Corporation will exist perpetually, commencing on the day of the filing of these Articles of Incorporation with the Secretary of State of the state of Florida.

**ARTICLE IV: PURPOSE**

The general purposes of this Corporation are exclusively charitable, educational, scientific, and literary within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation or the Corporation's bylaws (the "Bylaws"), this Corporation shall not carry on any activities not permitted to be carried on:

- (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or;

- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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 and distributions 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 or in opposition to any candidate for public office.

The Corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

*To promote and support better healthcare, healthcare information and healthcare access for central Florida through education, grants, and scholarships while effecting better communication through the support of programs and institutions providing services.*

#### **ARTICLE V: POWERS, PROHIBITIONS, AND REQUIREMENTS**

The Corporation shall have the power to:

- (a) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- (b) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit";
- (c) Elect or appoint such officers and agents as its affairs shall require;
- (d) Adopt, change, amend and repeal Bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;
- (e) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

- (f) Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;
- (g) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets;
- (h) Make donations for the public welfare or for charitable, educational, scientific, literary, testing for public safety, or other similar purposes;
- (i) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized; and
- (j) Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

At any time during which the Corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

- (a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);
- (b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a);
- (d) Make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a); or
- (e) During the period it is a "private foundation" as defined in I.R.C. §509, the Corporation shall distribute, for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a).

#### **ARTICLE VI: MEMBERS**

The Corporation will have no members.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT**

The name and address of its initial Registered Agent in Florida is Ronald L. Clark, Esquire, and its initial registered office is located at 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801.

#### **ARTICLE VIII: QUORUM**

The Corporation may adopt Bylaws specifying a quorum for meetings of the members (the "Directors") of the board of directors (the "Board of Directors") at greater or less than a majority of the number of Directors then authorized; provided that the designated quorum shall never be fewer than one-third of the number of Directors then designated by the Bylaws.

#### **ARTICLE IX: INITIAL BOARD OF DIRECTORS**

The Corporation's board of directors will be known as the "Board of Directors." The Corporation has three (3) Directors initially. The number of Directors may be either increased or decreased from time to time, as provided for in the Bylaws, but it will in no event be less than three (3). The method of election or appointment of the Directors shall be as provided in the Bylaws. The names of the initial Directors are:

|                |          |
|----------------|----------|
| Judy Cline     | Director |
| David Robinson | Director |
| Ed Goodemote   | Director |

#### **ARTICLE X: INCORPORATOR**

The name and street address of the incorporator are:

Judy Cline  
2016 Castle Court  
Lakeland, Florida 33813

#### **ARTICLE XI: COMPENSATION AND DISSOLUTION**

No officer or member of the Board of Directors of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the Corporation, except actual expenses to or on behalf of said Corporation, if such expenses are authorized by the Board of Directors.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any 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 Corporation or Corporations, as the court shall determine, which are organized and operated exclusively for charitable purposes.

#### **ARTICLE XII: INDEMNIFICATION**

This Corporation may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a Director or officer of the Corporation or of any not for profit corporation of which the Corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a Director or officer of the Corporation or of any not for profit corporation of which the Corporation is a member. To the fullest extent not prohibited by law, the Corporation may advance indemnification expenses for actions taken in the capacity of such person as an officer or Director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expense incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is not ultimately determined that such person is not entitled to be indemnified against such expenses.


Furthermore, the Corporation, by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any not for profit corporation of which the Corporation is a member. The Corporation, by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expense incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is not ultimately determined that such person is not entitled to be indemnified against such expenses.

Absent specific action by the Board of Directors, the authority granted to the Board of Directors in the preceding paragraphs of this Article shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

**ARTICLE XIII: AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time.

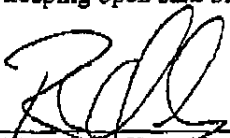
IN WITNESS WHEREOF, I, Judy Cline, the undersigned subscribing incorporator, has hereunto set my hand and seal this 1<sup>st</sup> day of July, 2009, for the purpose of forming this not for profit Corporation under the laws of the State of Florida.

  
JUDY CLINE  
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named RONALD L. CLARK, Esquire, located at 500 South Florida Avenue, Suite 800, Polk County, Lakeland, Florida, as its agent to accept service of process within this state. Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

  
RONALD L. CLARK  
Registered Agent

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TALLAHASSEE, FLORIDA

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