

OCT. 6. 2009

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TRENAM, KEMKER

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DEPARTMENT OF STATE  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Southeast Regional User Group (SeRUG), Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
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FLORIDA DEPARTMENT OF STATE

Division of Corporations

TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLI

SUBJECT: SOUTHEAST REGIONAL USER GROUP (SERUG), INC.  
REF: W09000044153

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H09000212866  
Letter Number: 909A00032079

**ARTICLES OF INCORPORATION  
OF  
SOUTHEAST REGIONAL USER GROUP, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

Southeast Regional User Group, Inc.

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and mailing address of this corporation shall be:

2655 Ulmerton Road, Suite 101  
Clearwater, Florida 33762

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**ARTICLE III**

**Purposes**

(a) This corporation is organized and shall be managed and operated exclusively for purpose of regional based user population that shares information among those users of Cerner Corporation's ("Cerner") products, provide education to those users, extract information from Cerner for the user group and provide direction to Cerner for the future. Cerner's role is to provide support, contacts, and expertise for this corporation.

(b) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no director, officer or private individual shall be entitled to share in the distribution of any of the assets.

#### ARTICLE IV

##### Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(6) of the Code.

#### ARTICLE V

##### Term of Existence

The term for which this corporation is to exist shall be perpetual.

#### ARTICLE VI

##### Registered Agent and Registered Office

The initial registered agent of this corporation shall be TK Registered Agent, Inc., and the initial registered office of this corporation shall be 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida, 33602. This corporation shall have the right to change such registered agent and registered office as provided by law.

#### ARTICLE VII

##### Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
D. Michael O'Leary	101 E. Kennedy Boulevard, Suite 2700 Tampa, Florida 33602

**ARTICLE VIII**

**Officers and Directors**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws. , The offices of president, vice-president, secretary and treasurer shall be filled as provided in the bylaws of the corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

**ARTICLE IX**

**Directors**

The names and addresses of the members of the first Board of Directors, who, subject to these Articles, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of this corporation's existence, and until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Sandy French	2900 Rocky Point Drive Tampa, FL 33607
Barbara Bono	2900 Rocky Point Drive Tampa, FL 33607
Joanne Bohn	16311 Bay Vista Drive Clearwater, Florida 33760
Debra Ryan	4420 Lake Boone Trail Raleigh, NC 27607

**ARTICLE X**

**By-Laws**


The by-laws of this corporation may be made, altered, amended or repealed and new by-laws may be adopted from time to time by a majority vote of the Directors of this corporation.

**ARTICLE XI**

**Amendment of Articles of Incorporation**

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each member of the Board of Directors prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the Board of Directors present at such meeting.

**IN WITNESS WHEREOF**, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 2<sup>nd</sup> day of October, 2009.



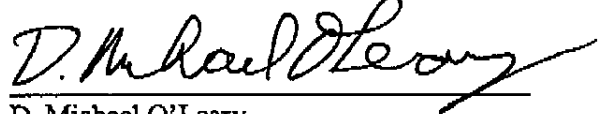
D. Michael O'Leary

**SOUTHEAST REGIONAL USER GROUP, INC.**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

**TK REGISTERED AGENT, INC.**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

**DATED** this 2<sup>nd</sup> day of October, 2009.

TK REGISTERED AGENT, INC.



D. Michael O'Leary

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