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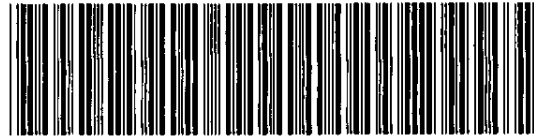
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js
12/29/09

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LEE COUNTY VOLUNTEERS IN

MEDICINE, INC.

Signature _____

Requested by: SETH

12/29/09 11:00

Name

Date

Time

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
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- _____ L.C. File _____
- _____ Fictitious Name File _____
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- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
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- ☒ Cert. Copy _____
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- _____ Officer Search _____
- _____ Fictitious Search _____
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- _____ Vehicle Search _____
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ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE 1 - NAME

The name of the corporation ("Corporation") shall be Lee County Volunteers in Medicine, Inc.

ARTICLE 2 - PRINCIPAL OFFICE

The principal street address and mailing address, if different, are: 1328 Homestead Rd. North, Lehigh Acres, FL 33936.

ARTICLE 3 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 1328 Homestead Rd. North, Lehigh Acres, FL 33936. The name of its initial registered agent and his address is: Stephen Schroering, M.D., 1328 Homestead Rd. North, Lehigh Acres, FL 33936.

ARTICLE 4 - NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5 - NOT FOR PROFIT

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these Articles, under law, and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest, or privilege in or to the assets, income, or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law, and under 26 U.S.C.A. § 501(c)(3).

ARTICLE 6 - DURATION

The duration of the corporate existence shall be perpetual until dissolution.

ARTICLE 7 - OBJECTIVES

A. The objective of the organization is to provide prescription medications and health-related services, free of charge, to the needy residents of Lee County, Florida. The

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corporation will work closely with private and public agencies providing the same service.

B. The objectives for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE 8 - POWERS

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida for not for profit corporations, including, but not limited to, those set forth in Chapter 617, Florida Statutes, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease, or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of the property and the income, principal, and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which not for profit corporations may be incorporated under Chapter 617, Florida Statutes, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

The purpose for which the corporation is organized is exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of this corporation is:

ARTICLE 9 - LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors, or officers, but 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 7 (Purposes) of these Articles.

ARTICLE 10 - TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time, amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11 - DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific, or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively ifor the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2), or (3).

ARTICLE 12 - BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporator(s). After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds (2/3) of the board of directors.

ARTICLE 13 - OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE 14 - INCORPORATORS

The name and address of each incorporator is as follows:

Stephen Schroering, M.D., 1328 Homestead Rd. North, Lehigh Acres, FL 33936
Jose Morillo, 1500 Lee Blvd., Lehigh Acres, FL 33936
Rebecca Springer, 1500 Lee Blvd., Lehigh Acres, FL 33936

ARTICLE 15 - BYLAWS

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended, or rescinded by the board of directors.

ARTICLE 16 - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles Of Incorporation or any amendment to them.

ARTICLE 17 - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including, but not limited to, Chapter 617, Florida Statutes. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Chapter 617, Florida Statutes, and other similar laws.

ARTICLE 18 - COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is the date of filing these Articles with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles Of Incorporation.

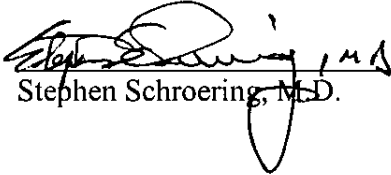
Date signed: 12/28/09 _____
Stephen Schroering, M.D.

Date signed: 12/28/09 _____
Jose Morillo

Date signed: 12/28/2009 _____
Rebecca Springer

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: 12-28-09

Signature/Registered Agent: 

Printed Name:

Stephen Schroering, M.D.

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