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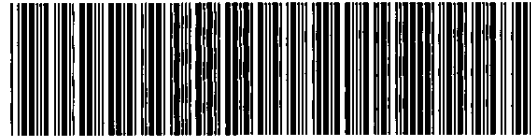
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

PS 8/19/10

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: First Florida Health Care Foundation, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Paul Sloan  
Name (Printed or typed)

401 Commercial Court Suite C  
Address

Venice, FL. 34292  
City, State & Zip

941-349-6583  
Daytime Telephone number

passei@comcast.net  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

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**Articles of Incorporation**

**First Florida Health Care Foundation, Inc.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**The undersigned incorporators have subscribed and filed** these Articles of Incorporation for the purpose of forming a corporation not for profit pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

**Article I. Name:**

The name of this corporation shall be the First Florida Health Care Foundation, Inc. and it shall be referred to in these Articles as "the Corporation"

**Article II. Principal Office:**

The address of the principal office of the Corporation is 401 Commercial Ct. Suite C. Venice, Florida 34292, and the mailing address of the Corporation is the same.

**Article III. Duration:**

The Corporation shall have perpetual existence unless and until it shall be dissolved in accordance with the law. Upon dissolution all remaining assets will be distributed exclusively to tax exempt organization that are charitable, religious, educational, and/or scientific purposes in nature.

**Article IV. Purpose:**

This corporation is being organized for the following purposes:

- 1) This corporation is being organized for the following charitable purposes
- 2) To provide low cost medical care services and programs to address the needs of underinsured and uninsured residents of Sarasota, Lee, Collier, Manatee, Desoto County, Charlotte, Hendry, Glades, Hardee counties and adjacent areas. The Corporation seeks to accomplish such purpose by, among other methods, pursuing the goals and methods promulgated by the American Academy of Pain Management and other such organizations.
- 3) To provide medical services for those without financial means to assist themselves through collaborations with other non-profit and community based agencies in communities in Sarasota, Lee, Collier, Manatee, Desoto County, Charlotte, Hendry, Glades, Hardee counties and adjacent areas .
- 4) To work with area agencies and organizations to ensure those in need of medical services are provided access, especially those of minorities and disadvantaged individuals and to ensure they are treated with dignity and respect in a caring and nurturing manner.
- 5) To engage in all lawful activity which shall be in furtherance of the purposes stated in these Articles.

## **Article V. Revenue Code Compliance**

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code
6. 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 in Article IV hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

## **Article VI. Membership:**

Any person who agrees to be bound by these Articles of Incorporation, the corporate By-Laws, and any policies, rules and regulations which the Board of Directors may from time to time adopt, is eligible and qualified for membership in this corporation. The creation of one or more classes of members; the fixing of rights, privileges and duties of each such class, the manner of admission of members and the conditions on which membership shall continue from time to time or be terminated, shall be within the powers and discretion of the Board of Directors, and shall be as provided in the By-Laws.

## **Article VII: Board of Directors:**

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall at all times consist of no less than three and no more than nine directors. The number, qualifications, terms of office and manner of election or appointment of directors shall be set forth in the By-laws.

**Article VIII: Registered Office and Agent:**

The address of the registered office of the Corporation is 200 S. Andrews Ave. Suite 602. Fort Lauderdale, Florida 33301. The name of the registered agent at that address is Bernard M. Cassidy.

**Article IX: Restrictions on Inurement or Benefits: Disposition of Assets Upon Dissolution of Corporation:**

No part of the income of this corporation shall be distributable to any member, director or officer of the Corporation solely by reason of the position of such person as a member, director, or officer. In the event this Corporation shall in the future be qualified as an organization exempt from taxation under Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law, and in the even of a subsequent dissolution of this Corporation, the residual assets of this Corporation shall be distributed to one or more organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law, or to the federal, State or local government for exclusively public purposes. Any assets no so disposed of shall be disposed of according to the terms of an order of a court having jurisdiction over the corporation, which order shall provide for distribution of assets for the public purposes set forth herein.

**Articles XI. By-Laws:**

The Board of Directors shall adopt and maintain By-Laws which shall govern its operations and the management of the affairs of the Corporation. The By-laws shall govern such matters except where the same conflict with these Articles of Incorporation or with applicable law.

**Article XII: Amendments:**

Amendments to these Articles of Incorporation shall be adopted as provided by applicable law.

**Article XIII: Incorporators:**

The names and address of the person who has acted as Incorporator in subscribing and filing these Articles of Incorporation is as follows:

Paul Sloan                                      401 Commercial Ct. Suite C. Venice, Fl. 34292

**Execution by Incorporator:** Whereof the undersigned Incorporator has executed these Articles of Incorporation, on the dates indicated next to his signature.

  
Paul A. Sloan

Date: July 22, 2010

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

Acceptance of Designation of Registered Agent: I hereby accept my designation as registered agent and agree to serve as the registered agent of First Florida Health Care Foundation, Inc.

State of Florida  
Broward County

Signature of registered agent: *Bm*

Sworn to (or affirmed) and subscribed before me this 22nd day of July,  
2010, by Bernard M. Cassidy.

Notary Public-State of Florida:

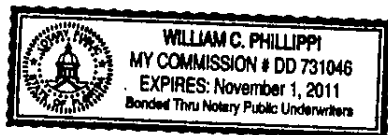
sign William C. Phillippi

print William C. Phillippi

Personally Known ☒; OR Produced Identification           

Type of Identification Produced: N/A

Affix Seal Below:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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