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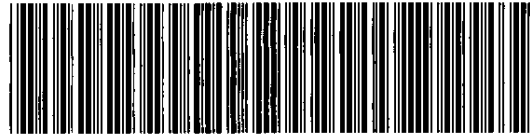
(Business Entity Name)

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10 SEP - 7 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MRD  
9/8

## COVER LETTER

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

SUBJECT: HOLMES COMMUNITY HEALTH CENTER 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: Rodney M. Johnson  
Name (Printed or typed)

1295 West Fairfield Drive  
Address

Pensacola, Florida 32501  
City, State & Zip

850-595-6517  
Daytime Telephone number

rodney\_johnson@doh.state.fl.us  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION**  
**HOLMES COMMUNITY HEALTH CENTER INC.**  
(a not for profit corporation)

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator of a not for profit corporation pursuant to the FLORIDA NOT FOR PROFIT CORPORATION ACT (CHAPTER 617 Florida Statutes) adopts these ARTICLES OF INCORPORATION.

**Article I**

The name of this corporation is **HOLMES COMMUNITY HEALTH CENTER INC.**

**Article II**

The initial address of the corporation is 603 Scenic Circle, Bonifay, FL 32425.

**Article III**

1. The purposes for which this corporation is organized and operated are exclusively for charitable, scientific, educational, and the provision of a broad range of coordinated health care services.
2. A purpose of this corporation is to provide a governing board in concert with the Holmes County Health Department for the operation of a Community Health Center in accordance with the provisions expressed in Chapter 42 of the United States Code at Section 256 and related regulations duly promulgated.
3. To help effectuate these purposes, it is the further purpose of this corporation to qualify as a charity under section 501(c)(3) of the Federal Internal Revenue Code and to qualify under the Florida SOLICITATION OF CONTRIBUTIONS ACT (Chapter 496 Florida Statutes).

**Article IV**

The affairs of the corporation shall be managed by a Board of Directors consisting of between 9 and 25 members and qualifying pursuant to

the requirements expressed at Title 51c of the Code of Federal Regulations at Section 304, or any successor regulation, as is all more fully expressed in the Bylaws. Directors shall be elected by a majority vote of the sitting Directors.

## **Article V**

1. The directors shall elect a chairperson from their number who will preside over meetings of the directors. In the absence of the chairperson, the directors may designate who will preside for the meeting. Robert's Rules of Order will control unless suspended by a majority of those present and entitled to vote.
2. Bylaws may be developed, passed and amended upon a majority vote of the directors for the regulation and management of the affairs of the corporation.
3. The directors shall appoint the officers of the corporation. The officers and appointment process shall be specified in the By-Laws.
4. Annual Meetings shall be conducted on the third Tuesday of January of each year, at the offices of the corporation unless otherwise designated by a majority vote of the directors.

## **Article VI**

1. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501( c )(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal revenue law.
2. No part of the net income, assets or property of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 these Articles
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence

legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

## **ARTICLE VII**

All of the property of this corporation is and shall be irrevocably dedicated to the purposes authorized under § 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal income tax code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes, with preference given to a purpose which relates to low income healthcare, within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such charitable purposes or to organizations organized and operated for a charitable purpose, as said Court shall determine.

## **Article VIII**

This corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporations Act and the Florida Business Corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled.

## **Article IX**

These Articles may be amended only by a 3/4s vote of the directors.

## **Article X**

This corporation shall have no members.

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**Article XI**

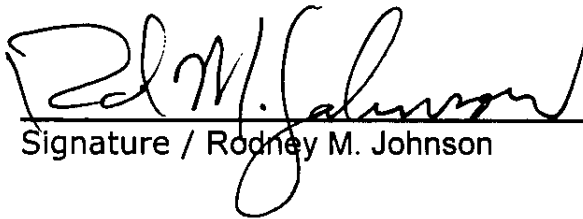
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The initial registered agent of the corporation is Rodney M. Johnson,  
1295 West Fairfield Drive Pensacola, Florida 32501.

The undersigned, Rodney M. Johnson, executes these ARTICLES

OF INCORPORATION as INCORPORATOR, on this 3<sup>d</sup> day of

September, 2010 .



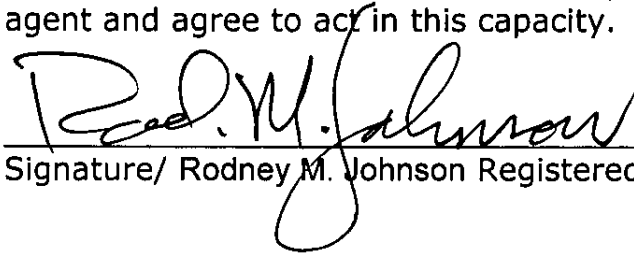
Signature / Rodney M. Johnson

9-3-2010

DATE

.....  
**ACCEPTANCE OF REGISTERED AGENT**

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



Signature/ Rodney M. Johnson Registered Agent

9-3-2010

DATE