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THE COOPER LAW FIRM

A PROFESSIONAL ASSOCIATION

Attorneys & Counselors at Law

100 West Call Street, Suite A • Starke, Florida 32091

October 18, 2010

Division of Corporations  
State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Shands Starke Hospital Auxiliary, Inc.  
Not for Profit Articles of Incorporation

Dear Sir/Madam:

Please find enclosed the original and one copy of the Not for Profit Articles of Incorporation for SHANDS STARKE HOSPITAL AUXILIARY, INC. Also enclosed is my firm's check in the amount of \$87.50 to cover the cost of filing same.

Upon filing the articles, please return a copy of same to the address above.

Your assistance in this matter is greatly appreciated.

Sincerely,

John S. Cooper

JSC/dm  
Enclosures

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SHANDS STARKE HOSPITAL AUXILIARY, INC.**

**A NOT FOR PROFIT FLORIDA CORPORATION**

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is SHANDS STARKE HOSPITAL AUXILIARY, INC.

**ARTICLE II**

**TERM OF EXISTENCE**

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

**GENERAL NATURE OF BUSINESS**

This corporation is organized for the following purposes:

- A. To provide assist and benefit patients and families of Shands Starke Hospital and community, and other services;
- B. To engage in any lawful business authorized under the laws of the State of Florida;
- C. To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust or

corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such a manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than a "charitable purpose" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

D. To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Florida Nonprofit Corporation Code.

#### **ARTICLE IV**

##### **NOT FOR PROFIT NATURE; POWERS**

1. The corporation is organized pursuant to the Florida Nonprofit Corporation Code and is a nonprofit corporation as described in Section 501(c)(3) of the Internal Revenue Code, as amended.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying

on of propaganda, or otherwise attempting to influence legislations, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

3. Anything contained in these Articles of Incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Florida Nonprofit Corporation Code.

4. In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to (i) any other organizations(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, or educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporation shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these Articles of Incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these Articles of Incorporation, the Court of Bradford County shall, upon application of one or more persons having a real interest in the corporation or its assets make such distribution(s) as provided in these Articles of Incorporation.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida will be: 922 East Call Street, Starke, Florida 32091, and the street address and mailing address of the principal office is: 922 East Call Street, Starke, Florida 32091.

The name of its initial registered agent at such address is: John S. Cooper.

## ARTICLE VI

### DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time in the manner provided for in the bylaws of the corporation, provided that the corporation shall always have at least three directors. The method of election of directors shall be set forth in the bylaws of the corporation. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified are:

| <u>NAME</u>      | <u>ADDRESS</u>                                |
|------------------|---|
| LINDA JOHNS      | POST OFFICE BOX 1223<br>STARKE, FLORIDA 32091 |
| VALARIA SHUFORD  | POST OFFICE BOX 223<br>LAWTEY, FLORIDA 32058  |
| SYLVIA BROWN     | 2962 CR225<br>LAWTEY, FLORIDA 32058           |
| MARY ANN ANDREWS | POST OFFICE BOX 33<br>GRAHAM, FLORIDA 32042   |
| CAROLYN EAVES    | 613 COLLEY ROAD<br>STARKE, FLORIDA 32091      |

GERTRUDE GRIFFIS

2087 NE 154<sup>TH</sup> STREET  
STARKE, FLORIDA 32091

**ARTICLE VII**

**INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

JOHN S. COOPER

100 WEST CALL STREET  
STARKE, FLORIDA 32091

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of this corporation.

**ARTICLE VIII**

**MEMBERSHIP**

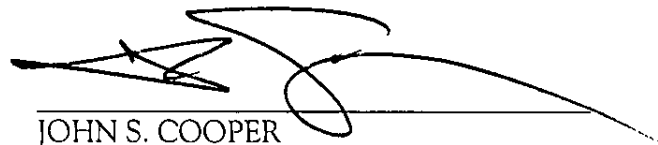
Membership in the corporation shall be limited to those persons or entities that financially support the corporation's economic development activities from year to year. The bylaws shall set the contribution levels required for membership in the corporation.

**ARTICLE IX**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18 day of October, 2010.

  
JOHN S. COOPER

APPROVED  
AND  
FILED

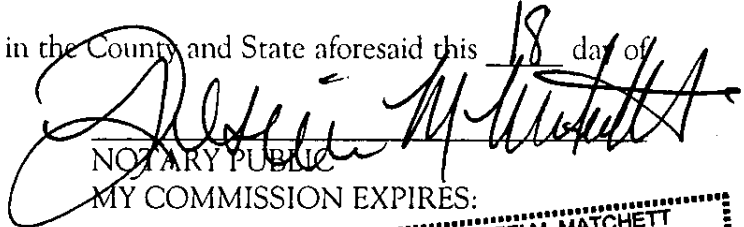
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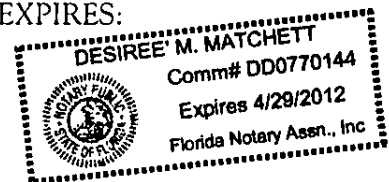
STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF BRADFORD )

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I HEREBY CERTIFY** that on this day, before me, a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared JOHN S. COOPER, who is personally known to me [✓] or has presented valid identification, \_\_\_\_\_, to me known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

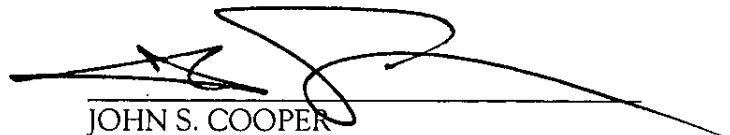
**WITNESS** my hand and official seal in the County and State aforesaid this 18 day of October, 2010.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in the capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
JOHN S. COOPER