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Division of Corporations

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Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION  
Pediatric Medical Services of Florida, Inc.

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**ARTICLES OF INCORPORATION  
OF  
PEDIATRIC MEDICAL SERVICES OF FLORIDA, INC.**

THE UNDERSIGNED, acting as sole incorporator of **PEDIATRIC MEDICAL SERVICES OF FLORIDA, INC.**, a Florida not for profit corporation (the "Corporation"), under the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**Name**

The name of the Corporation is **PEDIATRIC MEDICAL SERVICES OF FLORIDA, INC.**

**ARTICLE II**

**Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 4901 Vineland Road, Suite 200, Orlando, Florida 32811. The location of the principal office and mailing address shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE III**

**Purposes**

The Corporation is organized and shall be operated exclusively for charitable, and educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Specifically, the Corporation is organized and shall at all times be operated exclusively to support and further the mission of its sole member, The Nemours Foundation, including without limitation, arranging for the provision of health care services.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE IV**

**Powers**

The Corporation shall have all powers conferred upon not for profit corporations organized under the Act but shall exercise such powers only in fulfillment of its above-stated purposes; provided, however, (i) 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

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office; (ii) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its incorporator, members, 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 Article III hereof; and (iii) notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE V**

##### **Dissolution and Liquidation**

The Corporation may be dissolved upon the adoption by the Board of Directors and approval by the Member of a plan to dissolve in the manner now or hereafter provided in the Act. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article V, and subject to the Act.

#### **ARTICLE VI**

##### **Sole Member, Reserved Powers, Affiliates**

**6.1 Sole Member.** The Corporation shall have as its sole member, The Nemours Foundation, a nonprofit corporation organized under the Florida Not For Profit Corporation Act and exempt from federal income taxation under Section 501(c)(3) of the Code (the "Member"). The Member shall have such rights and powers as are specified in these Articles of Incorporation, in the Bylaws of the Corporation, and in the Florida Statutes, as the same may be amended from time to time.

**6.2 Reserved Powers.** The Member shall have the exclusive right to vote on and determine those matters specified below, which matters shall be within the sole authority of the Member:

6.2.1 Establishment of the Corporation's purpose and determination of the nature and scope of the services to be offered;

6.2.2 Adoption of any new, or any changes to existing, long-term or master strategic plans of the Corporation;

6.2.3 Approval of any amendment to, or repeal of, the Bylaws or Articles of Incorporation of the Corporation;

6.2.4 Election of Directors, based on a slate of candidates proposed by the Nominating and Governance Committee of the Corporation.;

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6.2.5 Approval of annual operating and capital budgets for the Corporation;

6.2.6 Approval of capital expenditures not reflected in an approved capital budget for the Corporation with a value of more than \$50,000;

6.2.7 Approval or execution of any debt instrument, note, pledge, guaranty, mortgage or encumbrance on any asset of the Corporation;

6.2.8 Approval of any sale or other disposition of all or substantially all of the Corporation's assets of the Corporation, or any merger or consolidation of the Corporation with any other entity;

6.2.9 Approval of any change in membership of the Corporation, admission of any new member to the Corporation, or transfer of any membership or other interest in the Corporation to any third party;

6.2.10 Approval of execution of any contract or engagement in any transaction providing for the sale, conveyancing, mortgage, disposition or ownership acquisition of real estate; or

6.2.11 Approval or adoption of any plan of, or authorization of a petition, for liquidation or dissolution of the Corporation, to make any assignment for the benefit of creditors, to declare bankruptcy or insolvency, to file any voluntary bankruptcy petition, or to accede to involuntary bankruptcy.

In addition to the foregoing, the Member shall retain the power to intervene in any action or plan of the Corporation to the extent the Member, in its sole discretion, deems necessary to do so to avoid significant risk to the not-for-profit status of the Corporation or the Member.

6.3. **Affiliates.** The governing boards of the Corporation may take the following actions, provided such actions are consistent with the approved strategic plans and budget(s) of the Corporation, and do not impede any of the Member's reserved powers:

6.3.1 Organize a subsidiary corporation or entity, acquire an interest in any other entity, including any corporation, association, partnership, trust, joint venture or other entity directly or indirectly controlled by, under common control with, or controlling, the Corporation.

## **ARTICLE VII**

### **Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the bylaws, but the number of Directors shall not be less than seven (7) nor more than eleven (11)

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**ARTICLE VIII**  
**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is 10140 Centurion Parkway North, Jacksonville, Florida 32256, and the initial Registered Agent at such address is Steven R. Sparks, Esq.

**ARTICLE IX**  
**Incorporator**

The name and address of the sole incorporator of the Corporation is Steven R. Sparks, Esq., 10140 Centurion Parkway North, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, I have hereunto set my hand this 14<sup>th</sup> day of March, 2011.

  
\_\_\_\_\_  
Steven R. Sparks, Esq., Incorporator

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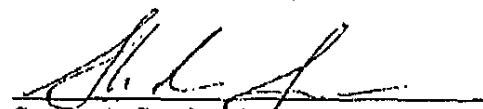
**ACCEPTANCE OF APPOINTMENT**

**BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VIII of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 14 day of March, 2011.

**REGISTERED AGENT:**

  
Steven R. Sparks, Esq., As Agent

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