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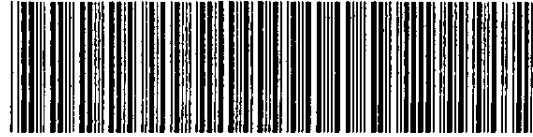
(Business Entity Name)

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2011 MAR 15 PM 12:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers MAR 17 2011

## COVER LETTER

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

SUBJECT: Duval County Medical Society Alliance, 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: Jay W. Millson

Name (Printed or typed)

555 Bishopgate Lane

Address

Jacksonville, FL 32204

City, State & Zip

904-355-6561, ext. 105

Daytime Telephone number

jmillson@dcmsonline.org

E-mail address: (to be used for future annual report notification)

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2011 MAR 15 PM 12:37  
TALLAHASSEE, FL 32314

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

# **Duval County Society Alliance Constitution & Bylaws**

## **CONSTITUTION**

### **ARTICLE I – Name of our Organization and Principal Office**

The name of this organization shall be the Duval County Medical Society Alliance, Inc., abbreviated as DCMSA. This organization is located at the Duval County Medical Society Office at 555 Bishopgate Lane, Jacksonville, FL 32204.

### **ARTICLE II – Purpose**

1. To extend the aims of the medical profession to all organizations that look to the advancement of community education.
2. To cultivate friendly relations and promote mutual understanding among physician families.
3. To encourage participation in any endeavor at the request of national, state and county medical societies.

### **Article III – Assets and Earnings**

The corporation is a not for profit organization under Chapter 617, Florida Statutes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons. 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 for in Article II hereof and except to the extent permissible under these Articles, under applicable law and under Section 501(c)(3) of the Code. No substantial part of the activities of the corporation shall be used for propaganda, or attempt to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities:

- a) By a corporation exempt from Federal income tax under section 501 © (3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or
- b) By a corporation, contributions to which are deductible under section 170© (2) of the Code (or corresponding provision of any future United States Internal Revenue Law).

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## **Article IV – Membership**

The corporation will have members as provided for by in the bylaws. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the bylaws of the corporation.

## **ARTICLE V – Officers**

The officers of the corporation consist of the President, President-Elect, one or more Vice Presidents, Secretary, Treasurer, and other such officers as may be provided in the bylaws or by resolution of the Board of Directors. Each officer shall be elected (and may be removed) at such time and in such manner as may be prescribed by the bylaws or by applicable law. Current officers include

Dena Grossman Pulley, President  
10307 Cypress Lakes Drive  
Jacksonville, FL 32256

Joan Harmon, Treasurer  
4233 Morena Lane  
Jacksonville, FL 32207

Kathy Harris, Vice President  
13662 Charter Court East  
Jacksonville, FL 32225

Jean Henderson, Secretary  
2970 St. Johns Avenue, #7-G  
Jacksonville, FL 32205

## **ARTICLE VI - REGISTERED AGENT**

The name and address of the registered agent is:

Jay W. Millson  
555 Bishopgate Lane  
Jacksonville, FL 32204

## **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is:

Jay W. Millson  
555 Bishopgate Lane  
Jacksonville, FL 32204

## **ARTICLE VIII – Directors**

The affairs of the corporation shall be managed by the Board of Directors, the number of which may be either increased or decreased from time to time in accordance with the bylaws, but shall consist of not less than three members. The Board of Directors shall be elected, any Director may be removed and any vacancies may be filled in the manner provided in the bylaws.

## ARTICLE IX – Amendments

The Constitution may be amended by the voting members in the manner provided by the Florida Not for Profit Corporation Act. Any amendment shall require a majority (51%) affirmative vote at a meeting at which at least 10% of all voting members are present.

## ARTICLE X – Term

This corporation shall have perpetual existence.

## Article XI – Dissolution

In the event of the dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively only for the purpose of the corporation. In addition, all funds which operate exclusively for educational and charitable purposes as contemplated by section 501© (3) of the Code (or corresponding provision of any future United States Internal Revenue Law) shall be disposed of as the Board of Directors shall determine.

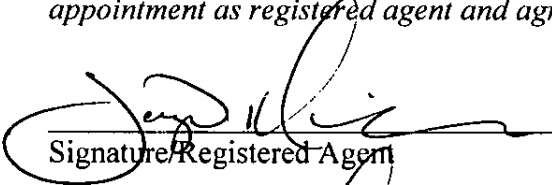
## ARTICLE XII - SPECIAL PROVISIONS

No member shall have any vested right, interest or privilege in or to any of the assets, functions, affairs, property or franchise of the corporation, or any right, interest or privilege transferable or inheritable or which shall continue after a membership ceases. No officer or member of the Board of Directors shall receive directly or indirectly any compensation for his services, but the Directors may employ and compensate agents, attorneys and employees who devote their time and efforts to the work and affairs of the Corporation.

The Officers shall have the power to lease, mortgage, sell or otherwise contract with reference to the real estate of the Corporation and in that behalf to authorize the officers to execute leases, mortgages, contracts, deeds or other appropriate instruments when authorized and directed so to do in accordance with the Bylaws.

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*Having been named as registered agent to accept service of process for the above stated corporation a 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/Registered Agent

3-11-11  
Date

  
Signature/Incorporator

3-11-11  
Date

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2011 MAR 15 PM 12:37  
CLERK OF DISTRICT COURT  
MILWAUKEE, WISCONSIN