

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
Fawcett Memorial Hospital Medical Staff Fund, Inc.

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March 10, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE FARR LAW FIRM

SUBJECT: FAWCETT MEMORIAL HOSPITAL MEDICAL STAFF FUND, INC.
REF: W11000013721

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 245-6929.

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March 17, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE FARR LAW FIRM

SUBJECT: FAWCETT MEMORIAL HOSPITAL MEDICAL STAFF FUND, INC.
REF: W11000015468

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

You failed to make the correction(s) requested in our previous letter.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

FAWCETT MEMORIAL HOSPITAL MEDICAL STAFF FUND, INC.

A Florida Not-For-Profit Corporation

The undersigned person, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is **FAWCETT MEMORIAL HOSPITAL MEDICAL STAFF FUND, INC.**, a Florida not-for-profit corporation.

ARTICLE II

The address of the principal office of the corporation and its mailing address is:

c/o Fawcett Memorial Hospital
ATTN: Chief of Medical Staff
21298 Olean Blvd.
Port Charlotte, FL 33952

The corporation is located in the County of Charlotte, State of Florida.

ARTICLE III
DURATION

This corporation shall have perpetual duration.

ARTICLE IV
PURPOSES

This corporation is organized under section 501(c)(4) of the Internal Revenue Code. The corporation's net earnings will be devoted only to charitable and educational and recreational purposes.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of an organization described in section 501(c)(3) of the Internal Revenue Code, which qualify under 509(a) coupled with IRC section 170(b), or the 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 disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V **EARNINGS**

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 or 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.

ARTICLE VI **POWERS**

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

ARTICLE VII **MEMBERS**

The members shall be the members of the medical staff of Fawcett Memorial Hospital.

ARTICLE VIII **REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the corporation and name of its initial Registered Agent at such address is:

DAVID A. HOLMES
99 Nesbit Street
Punta Gorda, FL 33950

ARTICLE IX
DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The Board of Directors of the corporation shall consist solely of the members of the Medical Executive Committee of Fawcett Memorial Hospital (the "MEC") as they are from time to time appointed in accordance with the governing documents of the MEC.

The names and residence addresses of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Eric Lubiner, D.O.	22395 Edgewater Drive Port Charlotte, FL 33980
Sovi Joseph, M.D.	3440 Tamiami Trail, Suite 1 Port Charlotte, FL 33952
Kenneth Bunning, D.O.	21260 Olean Blvd., Suite 202A Port Charlotte, FL 33952

The above-named initial Directors shall remain as Directors of the corporation throughout their respective terms as members of the Medical Executive Committee of Fawcett Memorial Hospital until such time as their successor is appointed. Changes in the qualifications, method of appointment, or election of Directors shall be as stated in the By-Laws of the corporation as the same may be from time to time amended or modified.

ARTICLE X
INCORPORATOR

The name and address of the incorporator is:

DAVID A. HOLMES
99 Nesbit Street
Punta Gorda, FL 33950

ARTICLE XI
DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment,

or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors.

The undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of Florida, have executed these Articles of Incorporation of FAWCETT MEMORIAL HOSPITAL MEDICAL STAFF FUND, INC. incorporated on this 21 day of March, 2011.



DAVID A. HOLMES

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



DAVID A. HOLMES

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