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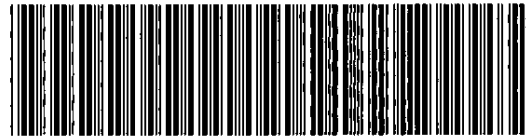
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JOHN CHARLES HEEKIN
ATTORNEY AT LAW
21202 OLEAN BLVD., SUITE C-2
P.O. BOX 494307
PORT CHARLOTTE, FLORIDA 33949-4307
PHONE (941) 627-0333

June 29, 2011

State of Florida
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

RE: TELEMED FL, INC

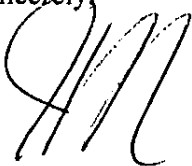
Gentlemen:

Pursuant to Section 617.0122 Florida Statutes, enclosed for filing are Articles of Incorporation for Telemed FL, Inc., a Florida corporation. Also enclosed is my check in the amount of \$78.75 for filing of the Articles, Designation of Registered Agent, and one (1) certified copy of the Articles of Incorporation.

Please return the certified copy of the Articles to the undersigned at the above address.

Thank you for your courtesy and cooperation.

Sincerely,



John Charles Heekin, Esq.
/bqh

Encl.

ARTICLES OF INCORPORATION

OF

TELEMED FL, INC. a Florida corporation, not for profit

The undersigned subscriber, DAVID S. BALLESTAS, M.D., a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, pursuant to Section 617.0202 Florida Statutes (2010), adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE. Name and Principle Office

The name of the corporation is TELEMED FL, INC., a Florida corporation not for profit. The business address of the corporation is 2525 Harbor Boulevard, Suite 102, Port Charlotte, FL 33952-5338 and the mailing address of the corporation is 2525 Harbor Boulevard, Suite 102, Port Charlotte, FL 33952-5338.

ARTICLE TWO. Objectives and Purpose

1. The objectives and purposes of the organization shall be to establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesaler, retailer, importer, and exporter; to acquire all such merchandise, supplies, materials, and other articles that shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as a natural person, whether as principal, agent, trustee, or otherwise.

2. To purchase, to receive by way of gift, subscribe for, invest in and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all ways deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credit, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property, and the products and avails thereof, and every character of interest therein and appurtenance thereto.

3. No part of the funds of this corporation shall ever inure to the benefit of any person or entity not entitled to tax exempt status pursuant to Section 501 of the Internal Revenue Service. On dissolution, any funds remaining in the hands of this corporation shall be paid to another exempt corporation.

4. Section 617.0835 Florida Statutes (2010) as it currently exists or may be amended, is incorporated herein by this specific reference, and no prohibited activity by a private foundation shall be permitted by this corporation.

5. This corporation shall have all the powers conferred on corporations not for profit by Chapter 617 Florida Statutes.

LAW OFFICES
OF
JOHN CHARLES
HEEKIN, P.A.

21202 OLEAN BLVD.
SUITE C-2
PORT CHARLOTTE, FL 33952
P.O. BOX 494307
PORT CHARLOTTE, FL 33949-4307
(941) 627-0333

ARTICLE THREE. Exemption under IRC Section 501(c)(3)

1. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to or on behalf of organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 FOUR. Term of Existence

This corporation is to exist perpetually.

ARTICLE FIVE. Registered Agent and Office.

The initial registered office of the corporation shall be located at 21202 Olean Blvd., Suite C-2, Port Charlotte, Florida 33952 and the initial registered agent shall be John Charles Heekin.

ARTICLE SIX. Directors.

1. The number of directors of this corporation shall be not less than three nor more than seven. Directors shall be appointed by the existing Board of Directors and vacancies filled, or new directorships created, by unanimous vote of the existing Board.

2. This corporation shall have no members and its activities shall be conducted and directed entirely by the Board of Directors and volunteers appointed by them.

3. The name and address of each member of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, is as follows:

<u>Name</u>	<u>Address</u>
DAVID S. BALLESTAS, M.D.	109 SE Graham Street, Port Charlotte, FL 33952
EVELIA BALLESTAS	109 SE Graham Street, Port Charlotte, FL 33952
CAROLYN YOUSIF	241 Surinam Street, Port Charlotte, FL 33983

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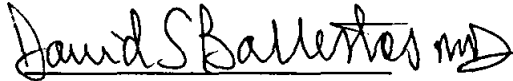
ARTICLE SEVEN. Subscribers.

The name and address of each subscriber is as follows:

<u>Name</u>	<u>Address</u>
DAVID S. BALLESTAS, M.D.	109 SE Graham Street, Port Charlotte, FL 33952

ARTICLE EIGHT. Commencement.

This corporation shall begin its corporate existence on filing.


DAVID S. BALLESTAS, M.D.

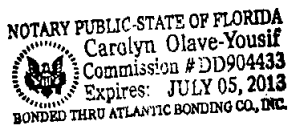
State of Florida
County of Charlotte


Before me personally appeared DAVID S. BALLESTAS, M.D. to me personally known or who produced _____ as identification, known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed said instrument for the purposes herein expressed and who did take an oath.

WITNESS my hand and official seal, this 28 day of ~~May~~^{June}, 2011.

My commission expires:

(Affix Seal)




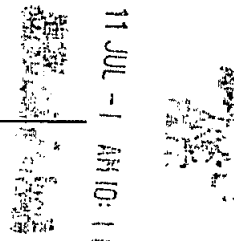

Notary Public - State of Florida
Print Name: Carolyn Olave-Yousif

ACCEPTANCE

I, JOHN CHARLES HEEKIN, with offices at C-2, 21202 Olean Blvd., Port Charlotte, Florida 33952, hereby accept the foregoing designation as registered agent of TELEMED FL, INC.

Witness my hand and seal this 29 day of ~~May~~^{June}, 2011.


John Charles Heekin



LAW OFFICES
OF
JOHN CHARLES
HEEKIN, P.A.

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