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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Florida Alliance For Patient Care And Access, Inc.

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**ARTICLES OF INCORPORATION
OF
FLORIDA ALLIANCE FOR PATIENT CARE AND ACCESS, INC.**

TO: THE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
STATE OF FLORIDA

The undersigned, of the age of eighteen (18) years or older, for the purpose of forming a corporation pursuant to the provisions of Title 36, Chapter 617, of the Florida Statutes ("F.S."), does hereby execute this Articles of Incorporation:

ARTICLE I. The name of the corporation is: Florida Alliance for Patient Care and Access, Inc. (hereinafter the "Organization").

ARTICLE II. The principal office of the Organization is 80 Doctors Drive, Panama City, Florida 32405.

ARTICLE III. The purposes for which the Organization is organized are as follows:

A. The Organization is organized and shall be operated to promote and represent the common business interests of, and improve the business conditions among, members of the Organization, and engage in all other activities permitted under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

B. Specifically, by way of example and not by way of limitation, the Organization will promote and pursue educational, legislative and regulatory interests that are common to the practice of medicine and the advancement of patient care and access in the State of Florida.

ARTICLE IV. Directors shall be elected to serve on the Board in the manner set forth in the Bylaws of the Organization ("Bylaws"), and for the terms set forth in the Bylaws.

ARTICLE V. The affairs of the Organization shall be conducted by a Board of Directors (collectively, the "Board" and each member of the Board, a "Director" or collectively, the "Directors"), and the officers of the Organization shall consist of a Chairman of the Board, a Vice Chairman of the Board, a President, a Secretary, a Treasurer and such other officers that the Board may deem necessary from time to time (collectively, the "Officers").

The following are the names and addresses of the initial Directors and Officers who shall serve until their successors are duly elected and qualified:

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Initial Board of Directors

<u>Name</u>	<u>Address</u>
Joseph Bilik, M.D. Director	Florida Urology Specialists 1 South School Avenue, Suite 200 Sarasota, Florida 34237
Joanne Bujnoski, M.D. Director	Woodlands Medical Specialists 4724 N. David Highway Pensacola, FL 32504
Tom Cangiano, M.D. Director	Winter Park Urology Associates 1812 North Mills Avenue Orlando, FL 32803
Neal Dunn, M.D. Director	Panama City Urological Center 80 Doctors Drive Panama City, FL 32405
Joseph Esposito, M.D. Director	Urology Specialty Group 7000 S.W. 62 nd Avenue, Ste. 340 South Miami, FL 33143
William Figlesthaler, M.D. Director	Specialists in Urology 990 Tamiami Trail N. Naples, FL 34102-5403
Michael Grable, M.D. Director	Atlantic Urological Associates 545 Health Boulevard Daytona Beach, FL 32114
Austin Hill, M.D. Director	Urology Partners 200 3rd Avenue West, Suite 210 Bradenton FL, 34205
Frank Mastandrea, M.D. Director	Florida Urology Partners 5523 W. Cypress Street, Suite 103 Tampa, FL 33607
John Ross, M.D. Director	Urology Specialists of West Florida 430 Morton Plant Street, Suite 206 Clearwater, FL 33756
Scott Sellinger, M.D. Director	Southeastern Urological Center 2000 Centre Pointe Blvd. Tallahassee, FL 32308-4894

Harvey Taub, M.D.
Director

Advanced Urology
1901 SE 18th Avenue, Building 300
Ocala, FL 34471

Initial Officers

<u>Name</u>	<u>Address</u>
Neal Dunn, M.D. President/Chairman	Panama City Urological Center 80 Doctors Drive Panama City, FL 32405
Michael Grable, M.D. Vice-Chairman	Atlantic Urological Associates 545 Health Boulevard Daytona Beach, FL 32114
William Fiegleshtaler, M.D. Secretary	Specialists in Urology 990 Tamiami Trail N. Naples, FL 34102-5403
Harvey Taub, M.D. Treasurer	Advanced Urology 1901 SE 18th Avenue, Building 300 Ocala, FL 34471

ARTICLE VI. The name and address of the Organization's initial registered agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VII. The name and address of the incorporator of the Organization is Ethan B. Rii, Esq., Katten Muchin Rosenman LLP, 525 W. Monroe Street, Chicago, Illinois 60661-3693.

ARTICLE VIII. The Organization shall have members, the qualifications, rights and limitations of which shall be as set forth in the Bylaws.

ARTICLE IX. The following limitations on actions of the Organization shall serve to define, limit and regulate the powers of the Organization, its Directors and its members:

A. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, any member or individual, 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 Article III of this Articles of Incorporation. Notwithstanding any other provision of this Articles of Incorporation, the Organization 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)(6) of the Code or the corresponding section of any future federal tax code.

B. The Organization shall not carry on any activities that would cause the Organization to cease to be exempt from federal income tax under Section 501(c)(6) of the Code or the corresponding section of any future federal tax code.

C. Upon the dissolution of the Organization or the winding up of its affairs, the assets of the Organization shall be distributed exclusively for the common business interests of its members or to organizations that are exempt from federal income tax under Section 501(c)(3) or (6) of the Code or the corresponding sections of any future federal tax code.

ARTICLE X. The duration of the Organization shall be perpetual, unless sooner dissolved.

ARTICLE XI. No Director or Officer of the Organization shall be personally liable to the Organization or its members for damages for breach of any duty owed to the Organization, except any breach of duty based upon an act or omission:

- A. in breach of such person's duty of loyalty to the Organization or its members;
- B. not in good faith or involving a knowing violation of law; or
- C. resulting in receipt by such person of an improper personal benefit.

The Organization shall, to the fullest extent permitted, under applicable Florida law, indemnify each Director and Officer of the Organization from and against any and all of the expenses and liabilities arising out of, or relating to, any threatened, pending or completed action, suit or proceeding, or other matters referred to in or covered by said applicable Florida law.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Articles of Incorporation this 27th day of July, 2011.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Assistant Secretary
Katie Markowski

CT Corporation System
Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Ethan E. Rii
Incorporator

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