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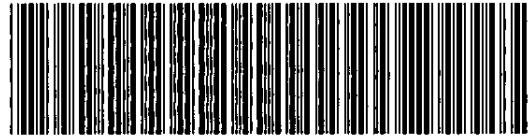
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 21 2011

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December 15, 2011

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

Re: Articles of Incorporation of Coalition to Heal Healthcare in Florida, Inc.

Dear Clerk:

Enclosed please find check no. 79309, payable to Florida Department of State in the amount of \$78.75, payment of which constitutes the fee for filing the enclosed Articles of Incorporation and the Certificate of Designation Registered Agent. I am also requesting a certified copy of the Certificate of Status.

Please contact me or my assistant, Stephanie, if you have any questions or need any additional information.

Very truly yours,



J. Breck Brannen

JBB/sg

Enclosures as stated

ARTICLES OF INCORPORATION

OF

COALITION TO HEAL HEALTHCARE IN FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act (the "Act") of the State of Florida, hereby certifies:

ARTICLE I: The name of the corporation shall be Coalition to Heal Healthcare in Florida, Inc. (the "Corporation").

ARTICLE II: The street address of the principal office and mailing address of the Corporation shall be 306 East College Avenue, Tallahassee, FL 32301.

ARTICLE III: The Corporation shall be a nonprofit organization qualifying under section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is:

- A. To promote common good and general welfare of all citizens of the State of Florida; and
- B. To support and engage in educational and lobbying activities which are aligned and consistent with the goals of the Corporation as delineated in its mission statement.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended.

ARTICLE IV: The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the Bylaws of the Corporation.

ARTICLE V: The name and address of the Incorporator is: Bill Bell, 306 East College Avenue, Tallahassee, FL 32301.

ARTICLE VI: The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII: The registered agent of this Corporation shall be Bill Bell. The address of the registered agent shall be 306 East College Avenue, Tallahassee, FL 32301. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII: The business of the Corporation shall be managed by a Board of Directors consisting of at least three (3) persons, the exact number to be determined from time to time in accordance with the Bylaws. The directors shall be elected as provided in the Bylaws. The names and street addresses of the initial directors, who shall also serve as the initial officers of the Corporation as indicated, are as follows:

<u>Name</u>	<u>Address</u>
Rich Rassmussen President	306 East College Avenue Tallahassee, Florida 32301
Sarah Byrd McBrearty Secretary/Treasurer	306 East College Avenue Tallahassee, Florida 32301
Shirley Gilkeson	306 East College Avenue Tallahassee, Florida 32301

ARTICLE IX:

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies

such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE X: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(4) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and

to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof, distributed to one or more organizations that are exempt from taxation under section 501(c)(4) and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in section 501(c)(4) of the Code.

ARTICLE XI:

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against

judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such

person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 9 day of December, 2011, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Articles of Incorporation and certify that the facts herein stated are true.


Bill Bell, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **Coalition to Heal Healthcare in Florida, Inc.**

2. The name and address of the registered agent and office is:

Bill Bell
(NAME)

306 East College Avenue
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, FL 32301
(CITY/STATE/ZIP)

SIGNATURE: _____

TITLE: Bill Bell, Incorporator

DATE: 12/9/11

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 THIS 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.

SIGNATURE: _____

Bill Bell

DATE: 12/9/11

REGISTERED AGENT FILING FEE: \$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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