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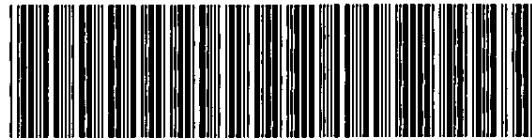
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gr 1/4/12



ROBERT B. BENNETT  
WARREN K. SPONSLEB \*  
GWEN G. JACOBS  
DAVID W. ADAMS +

KERRY J. ANDERSON  
JOHN F. WENDEL  
OF COUNSEL

\* ALSO ADMITTED IN GEORGIA  
+ BOARD CERTIFIED IN LABOR  
AND EMPLOYMENT LAW

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TAMPA  
ATLANTA  
LAKELAND  
FORT MYERS

December 30, 2011

VIA FEDEX

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Polk County Organization of Nurse Executives, Inc.  
SBJA File No.: 2011-10170

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original Articles of Incorporation of Polk County Organization of Nurse Executives, Inc., and
2. A check in the amount of \$78.75 payable to "Division of Corporations" for filing fee and certified copy.

Please do the following:

1. File the original Articles of Incorporation and return a certified copy to me, and
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,  
SPONSLEBENNETT, JACOBS &  
ADAMS, P.A.

John F. Wendel

JFW:jad/A85729EB341F4410

enclosures

cc: Katherine Handlin (w/enclosure)

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TALLAHASSEE, FLORIDA

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EFFECTIVE DATE 01/01/12

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ARTICLES OF INCORPORATION  
OF

12 JAN -3 PM 4:29

POLK COUNTY ORGANIZATION OF NURSE EXECUTIVES, INC.  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

ARTICLE I.  
NAME

The name of the corporation is **POLK COUNTY ORGANIZATION OF NURSE EXECUTIVES, INC.**

ARTICLE II.  
COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the corporation shall commence on January 1, 2012.

ARTICLE III.  
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation and the mailing address of the corporation is Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

ARTICLE IV.  
PURPOSES

The corporation is organized and shall operate exclusively for the purposes permitted by Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding sections or provisions of any prior or future Internal Revenue Code. In a manner consistent with the foregoing, the purposes of this corporation shall include:

- a. The promotion of the common business interest of those engaged in the nursing profession as nurse executives who are licensed to practice in and by the State of Florida.
- b. The advancement of public knowledge of the professional status and education of nurse executives who are licensed to practice in and by the State of Florida.
- c. The adoption and application of high standards of ethical conduct for the guidance of the members of this corporation.

d. The promotion of the common business interest of nurse executives who are licensed to practice in and by the State of Florida by improving conditions within the nursing profession as a whole.

e. The providing and promoting of programs of continuing education and self-improvement for the members of the corporation.

f. The increase of the knowledge of the members of the corporation regarding their activities, duties, and responsibilities as nurse executives who are licensed to practice in and by the State of Florida.

g. The promotion of nursing education and practices which are in the best interests of the public and of the members of the corporation.

h. The promotion of such other things and the carrying out of such other programs to further the purposes of the corporation.

i. The providing of a forum to assist and enable nurse executives who are licensed to practice in and by the State of Florida to meet, share ideas, and participate in activities which will improve the image of nursing and benefit the common business interest of the members of the corporation.

j. The improvement of the business conditions of nurse executives who are licensed to practice in and by the State of Florida.

k. The exchange of information between and among its members and by so doing, improving conditions within the nursing profession as a whole.

## **ARTICLE V. MEMBERS**

The method of selecting and admitting members, the criteria for membership, the classification of members, the designation of such class or classes of members, the qualifications, limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation. Notwithstanding the foregoing, there shall be no policy or provision whatsoever in the Articles of Incorporation, the Bylaws, or any other governing instrument providing for any form of discrimination against any person based on race, color, or religion.

**ARTICLE VI.  
BOARD OF DIRECTORS**

The business and property of the corporation shall be managed by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

**ARTICLE VII.  
OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

**ARTICLE VIII.  
LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

- a. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

b. The corporation is not organized for profit and shall not engage in a regular business of a kind ordinarily carried on or conducted for profit. Further, the corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1986 or any corresponding section of any prior or future Internal Revenue Code; and

c. In the event of the dissolution of the corporation, the residual assets of the corporation may be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively.

#### **ARTICLE IX. INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

#### **ARTICLE X. BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

#### **ARTICLE XI. INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

#### **ARTICLE XII. INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE XIII.  
AMENDMENTS TO  
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 30<sup>th</sup> day of December, 2011.

  
\_\_\_\_\_  
John F. Wendel, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, John F. Wendel, having been named to serve as registered agent for **POLK COUNTY ORGANIZATION OF NURSE EXECUTIVES, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 30<sup>th</sup> day of December, 2011.

  
\_\_\_\_\_  
John F. Wendel, Registered Agent

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**FILED**  
**12 JAN -3 PM 4:29**  
**SECRETARY OF STATE**  
**FALLAHASSEE, FLORIDA**