

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**FRIENDS OF MUNROE, INC.**

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**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF MUNROE, INC.  
A Not-For-Profit Corporation**

In compliance with the requirements of Chapter 617, *Florida Statutes*, the undersigned natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

**Name**

The name of the Corporation shall be Friends of Munroe, Inc. (the "Corporation").

**ARTICLE II**

**Principal Office**

The street address of the principal office of the Corporation is: 121 NW Third Street, Ocala, Florida 34475. The mailing address of the Corporation is: 121 NW Third Street, Ocala, Florida 34475.

**ARTICLE III**

**Purposes**

The Corporation is formed for the following purposes of:

1. To support the preservation of Munroe Regional Medical Center as the not-for-profit, locally controlled, full service, safety net hospital provider for the people of Marion County, Florida.
2. For any other lawful purposes pursuant to Florida Statutes and the powers conferred upon non-profit corporations under the laws of the State of Florida.

**ARTICLE IV**

**Corporate Nature**

This is a non-profit Corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

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1. Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation and in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the *Internal Revenue Code* as it now exists or may hereafter be amended, as the Board of Directors shall determine. 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(s) as said Court shall determine which are organized and operated exclusively for such purposes.
2. No part of the income or net earnings of this Corporation shall inure to or be distributable to its members, directors or officers.
3. Notwithstanding any other provisions of these Articles of Incorporation, no member, director, officer, employee or representative of this Corporation shall take any action or carry on any activities by or on behalf of the Corporation not permitted to be carried on by an organization exempt under Section 501(c)(3) of the *Internal Revenue Code* and its regulations as they now exist or may hereafter be amended, or which are not permitted to be taken or carried on by an organization, the contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE V**  
**No Discrimination**

This Corporation shall not discriminate on the basis of race, religion, sex, country of national origin or any other impermissible discrimination pursuant to federal or Florida law.

**ARTICLE VI**  
**Term**

This Corporation shall not have perpetual existence.

**ARTICLE VII**  
**Members**

This Corporation shall not have members.

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**ARTICLE VIII**  
**Incorporators**

The names and addresses of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Lynette Vermillion	2951 East Highway 318 Citra, FL 32113
Dyer T. Michell	2324 SE 14 <sup>th</sup> Street Ocala, FL 34471
Gary C. Simons	121 NW 3 <sup>rd</sup> Street Ocala, FL 34475

**ARTICLE IX**  
**Directors**

This Corporation shall have at least three (3) directors initially. The method of election and the number of directors shall be determined by, and may be either increased or diminished, from time to time by the By-Laws but shall never be less than three (3).

**ARTICLE X**  
**Registered Agent**

The initial registered agent is:

Gary C. Simons  
121 NW 3<sup>rd</sup> Street  
Ocala, FL 34475

**ARTICLE XI**  
**By-Laws**

The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business in the carrying out of its purposes as they may deem necessary from time to time consistent with *Florida Statutes*. The By-Laws may be altered, amended or repealed and new or other By-Laws may be made and adopted by the Board of Directors as provided in the By-Laws.


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**ARTICLE XII**  
**Amendments**

Amendments to these Articles of Incorporation may be made and adopted only by a vote of at least two-thirds (2/3) of the members of the Board of Directors of the Corporation when a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed these Articles of Incorporation, this 20 day of February, 2012.


  
Gary C. Simons

STATE OF FLORIDA

COUNTY OF MARION

Sworn to and subscribed before me this 20<sup>th</sup> day of February, 2012 by Gary C. Simons  
☒ who is personally known to me or ☐ who produced \_\_\_\_\_ Driver's License as identification.




  
Notary Public, State of Florida  
My commission expires:

**ACCEPTANCE OF REGISTERED AGENT**

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.

This 20 day of February, 2012.

  
Gary C. Simons

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