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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MEDICAL STAFF OF THE MEDICAL CENTER OF TRINITY,  
INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
MEDICAL STAFF OF THE MEDICAL CENTER OF TRINITY, INC.**

The undersigned, acting as Incorporator of a Corporation Not for Profit under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I**

**Name**

The name of the Corporation is **MEDICAL STAFF OF THE MEDICAL CENTER OF TRINITY, INC.**

**ARTICLE II**

**Purposes**

The Corporation is organized and shall be operated exclusively for the purpose of promoting the interests of the members of the medical staff of the Medical Center of Trinity, Inc. (the "hospital") in connection with their business of providing healthcare services to patients at the hospital, and to provide assistance and advice to such members regarding issues relating to the hospital, their privileges, and the bylaws and regulations of the medical staff as approved by the hospital; meeting with hospital administration and other officials in relation to the foregoing; engaging in activities relating to these purposes; and investing in, receiving, holding, using and disposing of all property, real or personal, as may be necessary or desirable to carry into effect these purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law and the Treasury Regulations applicable thereto (collectively, the "Internal Revenue Code").

**ARTICLE III**

**Powers**

The Corporation shall have all powers conferred upon nonprofit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any member or private individual within the meaning of Section 501(c)(6) of the Internal Revenue Code.

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ARTICLE IVMembers

The Corporation shall have members. All provisions regarding the members, including the designation of classes, if any, shall be set forth in the Bylaws of the Corporation. The right of members, or any class or classes of members, to vote shall be granted, denied, or limited to the extent specified in the Bylaws.

ARTICLE VBoard of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3). The initial members of the Board of Directors are as follows:

Linda J. Badillo, M.D.

Attention: Medical Staff Manager  
9330 State Road 54  
Trinity, Florida 34655

Peter D. Candelora, M.D.

Attention: Medical Staff Manager  
9330 State Road 54  
Trinity, Florida 34655

Usha Agarwal, M.D.

Attention: Medical Staff Manager  
9330 State Road 54  
Trinity, Florida 34655

ARTICLE VIDissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in Chapter 617, Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3), 501(c)(4), or 501(c)(6) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3), 501(c)(4), or 501(c)(6) of the Internal Revenue Code, or to a governmental unit

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referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

#### ARTICLE VII

##### Amendment

These Articles may be amended in the manner now or hereafter provided in Chapter 617 of the Florida Statutes.

#### ARTICLE VIII

##### Miscellaneous

**Section 1.** The address of the principal office of the Corporation and its mailing address shall be Attention: Medical Staff Manager, 9330 State Road 54, Trinity, Florida 34655.

**Section 2.** The street address of the Corporation's initial registered office in Florida is 515 East Park Avenue, Tallahassee, FL 32301 and the name of the initial registered agent is NRAI Services, Inc. The Corporation may change its registered office or its registered agent or both by making the required statutory filing with the Department of State of the State of Florida.

**Section 3.** The name and address of the incorporator is Joseph Rugg, Akerman Senterfitt, 401 East Jackson Street, Suite 1700, Tampa, Florida 3360.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

EXECUTED this 21<sup>st</sup> day of May, 2012.




JOSEPH RUGG, Incorporator

#### ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Having been appointed the registered agent of MEDICAL STAFF OF THE MEDICAL CENTER OF TRINITY, INC., the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations set forth in the Florida Statutes.

EXECUTED this 18<sup>th</sup> day of June, 2012.



Print Name: Michele Holden,  
Asst. Secretary

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