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9/13/12

BIVENS, JONES & ASSOCIATES

Burney Bivens, Esq.
Edward W. Dawkins, Esq.
Athiel (Josh) Jones, Esq.*

Attorneys and Counselors at Law
1543 Kingsley Ave. #18-B
Orange Park, FL 32073
Office (904) 264-3412
Fax (904) 264-2456

Jacksonville Office
101 E. Union Street, Ste 403
Jacksonville, FL 32202

Office (904) 353-9100
Fax (904) 355-6557

Also admitted in New York*

Please reply to: Orange Park Office

August 29, 2012

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of Orange Park Adult Med, Inc.

Dear Secretary of State:


Please find enclosed the original and one copy of the Articles of Incorporation of Orange Park Adult Med, Inc.

Also, enclosed is our check in the amount of \$70.00 to cover the filing fees. Please return the extra copy of the Articles for the incorporation to my office after it has been filed.

Thank you for your cooperation.

Yours truly,

BIVENS, JONES & ASSOCIATES


Burney Bivens, Esquire

BB:rl
Enclosures

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 5, 2012

BURNEY BIVENS, ESQUIRE
1543 KINGSLEY AVENUE #18-B
ORANGE PARK, FL 32073

SUBJECT: ORANGE PARK ADULT MED, INC.
Ref. Number: W12000045981

We have received your document for ORANGE PARK ADULT MED, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 212A00022512

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ARTICLES OF INCORPORATION

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OF

12 SEP 12 PM 3: 17

ORANGE PARK ADULT MED, INC.

The undersigned, acting as incorporator of a non-profit corporation under the Not for Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I – NAME

The name of the corporation is ORANGE PARK ADULT MED, INC.

ARTICLE II – TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III – NATURE OF BUSINESS

This corporation is organized for the following purposes:

1. Health education to the general public.
2. Health screening and treatment to those who are in need of such treatment with or without resources to pay.
3. To take charge of, hold and manage all property, real and personal, that may at any time or in any manner come to or vest in this corporation for any purposes whatsoever, whether by purchase, gift, grant, devise or otherwise, and to mortgage, sell or otherwise dispose of such property as the necessities of the corporation may require; and
4. To engage in any other activities which are lawful in the State of Florida and the United States of America for non-profit corporations.

ARTICLE IV – MEMBERSHIP

The Qualifications for membership and the manner of admission shall be as regulated by the By-laws.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is 1335 Kingsley Avenue #973, Orange Park, Florida 32067. The name of the initial registered agent is EDDIE R. CHILDS, SR., and the address of the initial registered agent is 2107 Gamma Court, Orange Park, Florida 32073.

ARTICLE VI – DIRECTORS

The initial Board of Directors shall consist of the three (3) members who need not be residents of the State of Florida.

ARTICLE VII – INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members or until their successors shall have been elected and qualified are as follows:

NAMES	ADDRESS
GENOLA CHILDS	2107 Gamma Court, Orange Park, FL 32073
EDDIE R. CHILDS, SR.	2107 Gamma Court, Orange Park, FL 32073
WILLIE JOANN MCKAY	2107 Gamma Court, Orange Park, FL 32073

The manner of election shall be as specified in the by-laws.

ARTICLE VIII – INCORPORATOR

The name and address of the initial incorporator is as follows:

NAME	ADDRESS
EDDIE R. CHILDS, SR.	2107 Gamma Court, Orange Park, FL 32073

ARTICLE IX – DUTIES AND POWERS

ORANGE PARK ADULT MED, INC. shall be a non-profit corporation and shall have all the duties and powers of non-profit organizations, and no member, officer or director shall be authorized to do anything inconsistent with a non-profit corporation. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation 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. No substantial part of any of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation 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)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE X – AMENDMENT OF ARTICLES OF INCORPORATION

The members shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a called membership meeting, with not less than a two-thirds vote of the members.


ARTICLE IX – STOCK

The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act and shall not have the power to issue shares of any type or class of stock but may issue membership certificates if so provided in the by-laws.

ARTICLE XII – DISSOLUTION OR CORPORATION

Upon dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to any non-profit organization for medical research.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County, Florida, on this 29th day of August, 2012.


Eddie R. Childs, Sr.

STATE OF FLORIDA)
COUNTY OF CLAY)

BEFORE ME, the undersigned authority, personally appeared Eddie R. Childs, Sr. the person described in and who subscribed the above Article of Incorporation, and he did freely and voluntarily acknowledge before me that the made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park Clay, County, Florida, on this 29th day of August, 2012.

Ruthie L. Lockhart

Notary Public – State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his designation as registered agent for ORANGE PARK
ADULT MED, INC.

Eddie R. Childs, Sr.

Eddie R. Childs, Sr.

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