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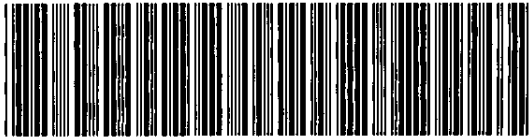
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Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

November 5, 2012

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

Re: The Foundation of Collier County Medical Society, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation, and a check payable to the Department of State in the amount of \$87.50 for payment of the filing fee, a certified copy of the articles, and a certificate of status.

The initial E-mail address that may be used for future annual report notifications or any other correspondence from the Division of Corporations is:  
[Mmaliszewski@hselaw.com](mailto:Mmaliszewski@hselaw.com).

If you have any questions regarding this letter, please contact me at my email address above or at (239) 598-4444. Thank you.

Very truly yours,

Harter Secrest & Emery LLP

Michelle L. Maliszewski  
DIRECT DIAL: 239.598.5805  
EMAIL: MMALISZEWSKI@HSELAW.COM

Enclosures

cc: Margaret Eadington

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ARTICLES OF INCORPORATION  
OF  
THE FOUNDATION OF COLLIER COUNTY MEDICAL SOCIETY, INC.

*A Florida Not For Profit Corporation*

The undersigned, desiring to form a not for profit corporation pursuant to the Florida Not For Profit Corporation Act, Section 617.01011 *et seq.*, Florida Statutes, hereby adopts the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I: NAME

The name of the corporation shall be "The Foundation of Collier County Medical Society, Inc." (the "Foundation").

ARTICLE II: PRINCIPAL OFFICE

The initial principal office and mailing address of the Foundation shall be 1148 Goodlette Road N., Naples, Florida, 34102, in Collier County.

ARTICLE III: COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The Corporation shall commence corporate existence in accordance with Section 617.0123(2), Florida Statutes, with an effective date upon filing these Articles of Incorporation, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV: PURPOSE AND GENERAL POWERS

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to

organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

More specifically, the Foundation's purpose shall be to promote and support the philanthropic efforts of physicians and the medical community in and about Collier County, Florida, to provide benefits, medical care, scholarship and to improve the general good health and access to healthcare for all members of our local community. Our members are medical professionals and our mission is to provide the necessary support and leadership for programs that: provide access to quality healthcare; promote education of medical professionals; fund scholarships for eligible students pursuing a career in the medical profession; and fund educational programs, fundraising events and activities that serve the community.

The Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

#### ARTICLE V: PROHIBITED ACTIVITIES

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 IV hereof.

Notwithstanding any other provision of these Articles or the Foundation's governing documents, the Foundation shall refrain from any activities that are not permitted for an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

No substantial part 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

In addition, the following provisions shall also be applicable so that the Corporation shall not be liable for the private foundation excise taxes imposed by sections 4941, 4942, 4943, 4944, and 4945 of the Internal Revenue Code:

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE VI: DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, assets 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 the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VII: MEMBERSHIP

The directors of the Corporation shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street address of the initial directors of the Corporation are:

Margaret Eadington  
1148 Goodlette Road N.  
Naples, FL 34102

Rolando Rivera MD  
1148 Goodlette Road N.  
Naples, FL 34102

Karen Henrichsen DO  
1148 Goodlette Road N.  
Naples, FL 34102

ARTICLE IX: INITIAL REGISTERED AGENT

The initial Registered Agent of the Corporation shall be Lorna J. Scharlacken, Esq., with an office and mailing address of Harter Secrest & Emery LLP, 5811 Pelican Bay Blvd., Suite 600, Naples, Florida, 34108. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE X: INCORPORATOR

The name and street address of the person signing these Articles as Incorporator is Margaret Eadington, 1148 Goodlette Road N., Naples, FL 34102.

ARTICLE XI: BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Corporation's Bylaws shall be vested in the Board of Directors.

ARTICLE XII: INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XIII: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV: HEADINGS AND CAPTIONS

The headings and captions of these various Articles are provided for convenience only and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named hereinabove, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida, hereby submits and files these Articles of Incorporation, affirms that the facts stated herein are true, and hereunto subscribes his name this 1<sup>st</sup> day of November, 2012.

Margaret Eadington  
Margaret Eadington, Incorporator

State of Florida  
County of Collier

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of November, 2012, by Margaret Eadington, who is  personally known or  produced a valid driver's license as identification.

Susan L. Olen  
Notary Public  
Printed Name: Susan L. Olen  
My Commission Expires: 8/19/15



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED

THE FOUNDATION OF COLLIER COUNTY MEDICAL SOCIETY, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its initial registered office at Harter Secrest & Emery LLP, 5811 Pelican Bay Blvd., Suite 600, Naples, Florida 34108, has named and designated Lorna J. Scharlacken as its initial Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I, Lorna J. Scharlacken, Esq., am familiar with and accept the appointment as Registered Agent and agree to act in this capacity for the Foundation.

Signed this 5<sup>th</sup> day of November, 2012.

  
Lorna J. Scharlacken, Registered Agent

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