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Cover Letter

Department of State
Division of Corporations
PO Box 6327
2661 Executive Center Circle
Tallahassee, FL 32301
T: 850-245-6052

Subject: Filing Articles of Incorporation for:
Palm Beach Physicians Guild, Inc.

Please find 2 copies of the articles of incorporation and a check in the amount of \$78.75 (Filing Fee and Certificate of Status) to file the articles of incorporation.

Please return proof of filing to:

Attn. Mary C. Rodriguez, R.N.
Palm Beach Physicians Guild, Inc.
155 S.E. 3 ~~6000~~ Ave .
Delray Beach, FL 33438

If needed, you can contact me at the following phone number: 561-278-0894
or e-mail ted@cpatrust.com.

ARTICLES OF INCORPORATION

OF

Palm Beach Physicians Guild, Inc.

Pursuant to §617 of the laws of Florida, the undersigned majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be **Palm Beach Physicians Guild, Inc.**, located at **155 S.E. 3 Street, Delray Beach, FL 33438**

ARTICLE II

PURPOSE

This corporation is organized *exclusively for charitable, scientific and educational purposes*, more specifically to uphold the principles of the Catholic faith in the science and practice of medicine; assist the Church in the work of communicating Catholic medical ethics to the medical profession and society at large; support Catholic hospitals in applying Catholic moral principles in health-care delivery and to enable Catholic physicians to know one another better and to work together with deeper mutual support. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V

MEMBERSHIP/BOARD OF DIRECTORS

All directors shall be elected by a plurality vote of the voting members of the board. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 3, their names and addresses being as follows:

1. President, Felix Angel Rodriguez MD, 2623 S. Seacrest Boulevard, Ste 216, Boynton Beach, Florida 33435
2. Vice President, James Watt, D.O., 2705 Hampton Bridge Road Delray Beach, FL 33445
3. Secretary/Treasurer, Jeanne Go, M.D., 3452 Boynton Beach Blvd., Boynton Beach, FL 33436

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI

REGISTERED AGENT

The name and Florida street address of the registered agent is: **Mary C. Rodriguez R.N., 155 S.E. 3 Street, Delray Beach, FL 33438**

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ARTICLE VII

PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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 IX

INCORPORATOR

The name and address of the incorporator is: **Mary C. Rodriguez R.N., 155 S.E. 3 Street, Delray Beach, FL 33438**

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

Mary C. Rodriguez RN 11/05/2012
Required Signature of Registered Agent Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Mary C. Rodriguez RN 11/05/2012
Required Signature of Incorporator Date

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