

N13000000282

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500242942045

500242942045
12/21/12--01024--017 **78.75

W12-63291

FILED
13 JAN -8 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FL 32399

T. Bureh JAN 9 2013



A T T O R N E Y S A T L A W

ORLANDO • OCALA

KRISTINE A. CROSS

E-MAIL ADDRESS

kcross@mateerharbert.com

DIRECT LINE
(407) 377-6172

December 19, 2012

TRANSMITTED FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Primary Care Access Network, Inc./Incorporation

Dear Madam/Sir:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above-referenced entity. Also enclosed you will find a check in the amount of \$78.75 to cover the costs of incorporation.

If you need anything further, please contact me at the above telephone number or email address. Your assistance is appreciated.

Very truly yours,

Kristine A. Cross
Legal Assistant to David L. Evans

Enclosures
kac

4820-3447-4770, v. 1



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 26, 2012

MATEER HARBERT
PO BOX 2854
ORLANDO, FL 32802-2854

SUBJECT: PRIMARY CARE ACCESS NETWORK, INC.
Ref. Number: W12000063291

We have received your document for PRIMARY CARE ACCESS NETWORK, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 212A00030281

**ARTICLES OF INCORPORATION
OF
PRIMARY CARE ACCESS NETWORK, INC.**

FILED
13 JAN -8 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation shall be PRIMARY CARE ACCESS NETWORK, INC.

ARTICLE II. PRINCIPAL OFFICE

The place in this state where the principal office of the Corporation is to be located is 101 S. Westmoreland Drive, Orlando, Florida 32805.

ARTICLE III. CORPORATE POWERS AND PURPOSES

A. This is a not for profit Corporation organized exclusively for charitable purposes and having all corporate powers pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes, to solicit, acquire, accept, hold, invest, reinvest, and administer any gifts, bequests, devices, trusts and the benefits thereof and property of any kind or sort, without limitation as to amount or value, and to use, disburse or donate the income there from, the principal, or both:

1. To increase access to health care services for uninsured and underinsured residents of Orange County, Florida; and

2. To provide other charitable activities as are permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, employees, contributors or other private individuals, 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 hereof.

C. 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.

D. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Tax Code or the corresponding section of any future

tax laws or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Tax Code.

E. The following provisions apply to the Corporation:

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 Tax 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 Tax 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 Tax 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 Tax 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 Tax Code, or the corresponding section of any future federal tax code.

ARTICLE IV. MEMBERS

The Corporation shall have as its initial members the organizations listed on Schedule "A" attached hereto and incorporated herein. The requirements for members and for admission of members shall be as provided in the Bylaws.

ARTICLE V. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors appointed in accordance with the Bylaws, and they shall continue in office until their successors are elected. The number of Directors may be increased or decreased as provided in the Bylaws.

The initial members of the Board of Directors are listed on the attached Schedule "B".

ARTICLE VI. OFFICERS OF THE CORPORATION

The officers of the Corporation shall be elected as provided in the Bylaws, and they shall continue in office until their successors are elected. The Board shall have the power and authority to create new and additional offices, as provided in the Bylaws.

ARTICLE VII. INITIAL REGISTERED AGENT

The Initial registered agent and registered office of the Corporation is:

David L. Evans
Mateer & Harbert, P.A.
225 E. Robinson Street, Suite 600
Orlando, Florida 32801

ARTICLE VIII. DURATION

Corporate existence shall commence effective January 1, 2013. The term of existence of this Corporation is perpetual.

ARTICLE IX. BYLAWS

The Bylaws of the Corporation are to be adopted, amended, or rescinded as provided in the Bylaws and shall not conflict with the provisions of these Articles of Incorporation.

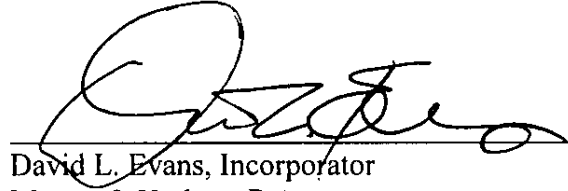
ARTICLE X. DISSOLUTION

In the event of dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the Board of Directors shall distribute the residual assets of the Corporation to one or more corporations determined to be exempt from income tax under Section 501(c)(3) of the Tax Code for one or more exempt purposes within the meaning of section 501(c)(3) of the Tax Code. 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 XI. AMENDMENTS

These Articles of Incorporation may be amended or restated by a vote of the majority of the Board of Directors.

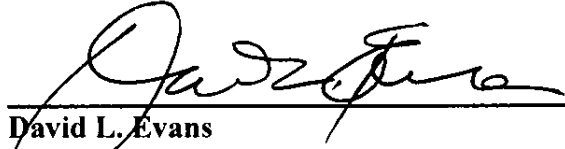
In witness whereof, the undersigned incorporator has hereunto subscribed his/her name
this 4th day of January 2013.

A handwritten signature in black ink, appearing to read 'David L. Evans', written over a horizontal line.

David L. Evans, Incorporator
Mateer & Harbert, P.A.
225 E. Robinson Street, Suite 600
Orlando, Florida 32801

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby agree to act in this capacity, and agree to comply with the provisions of law relative to keeping open said office.


David L. Evans
(Registered Agent)

SCHEDULE "A"
INITIAL MEMBERS

Central Florida Family Health Centers, Inc.

Community Health Centers, Inc.

Dental Care Access Foundation, Inc.

Florida Department of Health

Florida Health Care Coalition, Inc.

Florida Hospital Healthcare Systems, Inc

Grace Medical Home, Inc.

Health Care Center for the Homeless, Inc.

Healthy Start Coalition of Orange County

Lakeside Behavioral Healthcare, Inc.

Local Health Council of East Central Florida, Inc.

Orange County Government Health and Emergency Medical Services

Orlando Health, Inc.

Orlando Health Central, Inc.

Pathway's to Care, Inc., a program of Catholic Charities of Central Florida, Inc.

Shepherd's Hope, Inc.

SpecialCare of Central Florida, Inc.

The Center for Drug-Free Living, Inc.

West Orange Health Alliance, Inc.

Winter Park Health Foundation

SCHEDULE "B"
INITIAL MEMBERS OF THE BOARD OF DIRECTORS

Leslie Smith

Barbara Snell

Julie Kestler

Kevin M. Sherin, M.D., MPH, MBA

Karen van Caulil, PhD

Maureen Kersmarki

Stephanie Garris

Bakari Burns

Linda Sutherland

Jerry Kassab

Ken Peach

George Ralls, MD

Lainie Fox-Ackerman

Susan Jackson

Karen Beary

Cathy Benson

George Ellis, MD

Stacy Seikel, MD

Renee Reneau

Debbie Watson

FILED
13 JAN -8 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FL 32399