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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUL 18 2013

[Handwritten signature]

COVER LETTER

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

SUBJECT: **Coalition For Physician Well-Being, Inc.**

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: **T. L. Trimble**

Name (Printed or typed)

900 Hope Way

Address

Altamonte Springs, FL 32714

City, State & Zip

407-357-2304

Daytime Telephone number

tl.trimble@ahss.org

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

Mailed via Overnight Shipping



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 10, 2013

T.L. TRIMBLE
900 HOPE WAY
ALTAMONTE SPRINGS, FL 32714

SUBJECT: COALITION FOR PHYSICIAN WELL-BEING, INC.
Ref. Number: W13000039071

We have received your document for COALITION FOR PHYSICIAN WELL-BEING, 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):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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: 513A00016920

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13 JUL 12 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Of

COALITION FOR PHYSICIAN WELL-BEING, INC.

(A Florida Not-For-Profit Mutual Benefit Corporation)

Article I
NAME

The name of this corporation shall be COALITION FOR PHYSICIAN WELL-BEING, INC. (hereinafter called the "Corporation"). The Corporation is a mutual benefit corporation formed under Chapter 617 of the *Florida Statutes*.

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 900 Hope Way, Altamonte Springs, Florida 32714.

Article III
PURPOSES

The Corporation is organized and shall be operated exclusively to advocate for the well-being of physicians engaged in the workforce of healthcare institutions, private medical practices and other organizations, and to engage those physicians in promoting to patients and communities that they serve "whole person health" (treating the physical, spiritual and mental needs of the patients) --- all within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws (the "Code").

Objectives of the Corporation include:

Providing resources that promote physician well-being;

Enhancing the social and support network among Members;

Collate research on physician well-being; and

Educate physicians on "best practices" that can be adopted for use in their professional and personal lives.

Notwithstanding any of the above statements of purposes and objectives, the Corporation shall not engage in any activities or exercise any powers whether express or implied so as to disqualify the Corporation from exemption from federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(6) of the Code and corresponding provisions of any future amendments to said statutes.

Article IV MEMBERSHIP; RIGHTS

There shall be one class of Members (i.e., each Member shall be entitled to the same rights). Entities as well as individuals are eligible to become Members of the Corporation by applying for Membership in accordance with the provisions of the Bylaws. Each Member shall have the right to vote on all matters presented to the Membership. Each Member shall be entitled to one vote.

Article V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 900 Hope Way, Altamonte Springs, FL 32714; and the name of the Corporation's initial registered agent at that address is Ted Hamilton, M.D.

Article VI COUNCIL (Board of Directors)

Except for the powers retained by the Members as set forth in the Bylaws, the affairs of this Corporation shall be managed by a Council (Board of Directors), which shall constitute the governing body of the Corporation. The number of Council (Board of Directors) members shall never be less than three. Individuals shall be appointed to the Council (Board of Directors) in accordance with the provisions of the Bylaws.

Article VII INCORPORATOR

The names and addresses of the person signing these Articles of Incorporation as Incorporator: Ted Hamilton, M.D., 900 Hope Way, Altamonte Springs, Florida 32714.

**Article VIII
DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed exclusively for the common business interests of its Members or to any successor organization which may be formed to carry on the purposes of the Corporation as stated in Article III. If no successor organization as just described is in existence at the time of the Corporation's dissolution, the remaining assets shall be distributed to the Sponsor Members in equal shares.

**Article IX
LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 in furtherance of any of its purposes.

**Article X
DURATION**

The existence of the Corporation shall be perpetual.

**Article XI
BYLAWS**

The Corporation shall adopt Bylaws for the governance of this Corporation, and may alter, amend and revoke same as set forth in the Bylaws, provided, the Bylaws shall be in conformity with the laws of the State of Florida and not inconsistent with the provisions of these Articles of Incorporation or any amendment thereto.

**Article XII
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any properly constituted meeting of the Members of the Corporation, provided, the proposed amendment(s) shall have been provided to each Member not less than sixty (60) days prior to the date of the

meeting (or if approval is to be taken via written consent, then not less than sixty (60) days shall be given to the Members to consider the Amendment(s) before said consent must be given (or withheld)), and provided, further any such amendment receives the approval of not less than thirty (30 %) of the Members entitled to vote. For purposes of Article XII, documents required to be provided to a Member shall be deemed to have been provided, if the documents are posted on a website maintained by the Corporation.

Article XIII
INITIAL CHAIRMAN AND SECRETARY

The initial Chairman and Secretary of the Corporation shall be Thomas E. Hamilton, M.D. and Malcolm Herring, M.D., respectively, each of whom shall hold a term of office of three (3) years (commencing on the date on which these Articles of Incorporation are accepted for filing by the Florida Department of State). Thereafter, the Members shall elect the Chairman and Secretary in accordance with the provisions of the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 3 day of July, 2013.

Thomas E. Hamilton
Thomas E. Hamilton, M.D.,

ACCEPTANCE

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.

Thomas E. Hamilton
Print Name: Thomas E. Hamilton, M.D.

July 3, 2013
Date