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**FLORIDA PROFIT/NON PROFIT CORPORATION  
Florida Association of Free and Charitable Clinics,**

Certificate of Status	0
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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA ASSOCIATION OF FREE AND CHARITABLE CLINICS, INC.**

The undersigned, acting as the incorporator of the Florida Association of Free and Charitable Clinics, Inc., adopts the following Articles of Incorporation pursuant to Chapter 617 of the Florida Statutes.

**ARTICLE I  
NAME**

The name of this corporation shall be the 'Florida Association of Free and Charitable Clinics, Inc.' (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office of the Corporation shall be 76 4<sup>th</sup> Street North, #977, St. Petersburg, Florida 33701, and the mailing address of the Corporation shall be PO Box 977, St. Petersburg, Florida 33731.

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the Corporation's registered agent is Mark R. Cruise. The street address of the initial registered office of the Corporation is 76 4<sup>th</sup> Street North, #977, St. Petersburg, Florida 33701.

**ARTICLE IV  
PURPOSE**

This Corporation is a not-for-profit corporation organized under Chapter 617 of the Florida Statutes and shall be operated exclusively for scientific, charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"), and not for pecuniary profit. Within the scope of the foregoing, the Corporation is specifically organized to: (i) educate, support, and communicate the impact of Florida's free and charitable clinics; (ii) enhance the ability of Florida's free and charitable clinics to provide quality and cost-effective services to populations of low-income, uninsured and underserved people; and (iii) engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and the United States.

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**ARTICLE V**  
**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 and distributions in furtherance of any of its purposes.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be governed by a board of directors (the "Board") consisting of at least a minimum of three (3) directors ("Directors") at all times. The Corporation shall initially have eight (8) Directors, as listed below, and thereafter, the number of Directors of the Corporation may be changed in accordance with the bylaws of the Corporation (the "Bylaws"); provided however that, in accordance with the above mention provision, the number of Directors shall never be less than three (3). The qualifications to serve as a Director, the terms for which each Director shall serve, the rights and powers of the Board, and the manner and selection of the Board shall be as specified in the Bylaws. The names and addresses of the persons who are to serve as the initial Directors until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Rev. Michael Daily	7855 SW 104 <sup>th</sup> Street, Suite 210 Miami, Florida 33156
Christy Fitzgerald	479 Houston Street Green Cove Springs, Florida 32043
Stephanie Garris, JD	51 Pennsylvania Street Orlando, Florida 32806
Marisel Losa, MHSA	8095 NW 12 St, Suite 300 Doral, Florida 33126
Nancy Lascheid	121 Goodlette Road North Naples, Florida 34102
Sue Nussbaum, MD	2358 Riverside Avenue, #804 Jacksonville, Florida 32204
Larry Powell	708 Santa Maria Drive Winter Haven, Florida 33884
Jean Shapiro	707 North Ft. Harrison Avenue Clearwater, Florida 33755

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**ARTICLE VII**  
**MEMBERSHIP**

The Corporation shall have one class of voting members, which shall have the qualifications and rights set forth in the Bylaws of the Corporation. Membership in the Corporation is not transferable or assignable.

**ARTICLE VIII**  
**DISSOLUTION**

In the event of the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute, all of the assets of the Corporation to one or more organizations that qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States internal revenue law, as the board of directors shall determine. 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, 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 Mark R. Cruise at 76 4<sup>th</sup> Street North, #977, St. Petersburg, Florida 33701.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation as of this 19<sup>th</sup> day of August, 2013.



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Mark R. Cruise, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Florida Association of Free and Charitable Clinics, Inc., desiring to organize under the laws of the State of Florida, has named Mark R. Cruise as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-referenced corporation at 76 4<sup>th</sup> Street North, #977, St. Petersburg, Florida 33701, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Florida Statutes Section 617.0503.

Dated this 19<sup>th</sup> day of August, 2013.



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Mark R. Cruise, Registered Agent

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