

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION North Florida OB/GYN Foundation, Inc.

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TO: Florida Department of State **From:** Donna Ciancutti**Fax:** 850-617-6381 **Pages:** 6**Phone:** **Date:** March 19, 2014**Re:** North Florida OB/GYN Foundation, Inc. **CC:**☐ **Urgent** ☐ **For Review** ☐ **Please Comment** ☐ **Please Reply** ☐ **Please Recycle**

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ARTICLES OF INCORPORATION
FOR
NORTH FLORIDA OB/GYN FOUNDATION, INC.

ARTICLE I
NAME

The name of the corporation is North Florida OB/GYN Foundation, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office address is 11437 Central Parkway, Suite 105, Jacksonville, Florida 32224 and the mailing address is P. O. Box 16568, Jacksonville, Florida 32245.

ARTICLE III
COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of the filing of these Articles of Incorporation.

ARTICLE IV
PURPOSE

This corporation is organized exclusively for charitable, 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 (the "Code"). Principally, this corporation is formed to provide scholarships for students to pursue academic achievement; and to provide economic assistance to persons who suffer personal setbacks.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1. The concerns, direction and management of the affairs of this corporation shall be vested in the Board of Directors. This corporation shall have no members.

SECTION 2. The Board shall at all times consist of at least three (3) directors, and may have such additional directors as provided in the Bylaws of the corporation.

SECTION 3. The method of electing directors shall be set forth in the Bylaws of the corporation.

SECTION 4. The names and mailing addresses of the persons who shall serve as the initial directors of the corporation are as follows:

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<u>Name</u>	<u>Address</u>
C. Cameron Greene, M.D.	11437 Central Parkway, Suite 105 Jacksonville, Florida 32224
H. Wade Barnes, Jr., M.D.	836 Prudential Drive, Suite 1202 Jacksonville, Florida 32207
Sharon Desmarais, M.D.	6879 Southpoint Drive North Jacksonville, Florida 32216

ARTICLE VI. ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors or officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make to payments and distributions in furtherance of the purposes set forth in Article IV above. 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. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for 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 VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and office of the corporation is 11437 Central Parkway, Suite 105, Jacksonville, Florida 32224, and the name of the registered agent at that address is Sande Doolittle.

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H14000066463 3**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is C. Cameron Greene, M.D., 11437 Central Parkway, Suite 105, Jacksonville, Florida 32224.

**ARTICLE X
AMENDMENTS**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto upon the majority vote of the Board of Directors.

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.



C. Cameron Greene, M.D., Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 617.01201, 617.0202, 617.0501 and 817.155, Florida Statutes, the following is submitted:

North Florida OB/GYN Foundation, Inc. desiring to organize or qualify under the laws of the State of Florida hereby designates Sande Doolittle as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 11437 Central Parkway, Suite 105, Jacksonville, Florida 32224.

March 18th, 2014


C. Camron Greene, M.D., Director

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

March 18, 2014


Sande Doolittle, Registered Agent

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