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June 16, 2014 4:36 PM  
Division of Corporations

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Jacksonville Regional Health Collaborative, Inc.

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**ARTICLES OF INCORPORATION  
OF**

**JACKSONVILLE REGIONAL HEALTH COLLABORATIVE, INC.**

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**ARTICLE I  
CORPORATE NAME**

The name of this non-profit corporation is JACKSONVILLE REGIONAL HEALTH COLLABORATIVE, INC. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The street address and mailing address of the principal office of this Corporation is Attention:  
Christina Sapienza, 2800 University Boulevard North, Jacksonville, Florida 32211.

**ARTICLE III  
PURPOSE FOR WHICH FORMED**

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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. This Corporation shall be a nonprofit corporation. Without limiting the foregoing, this Corporation is organized to create a convening environment for synergistic collaboration among for-profit, non-profit, academic and various healthcare entities, with a commitment to developing health curriculum and best practices, improving urban health in and around Jacksonville, Florida, stimulating economic growth through research and innovation across a broad spectrum of health and health-related industries, and community health awareness and development initiatives.

Upon dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service, or shall be distributed to the federal government, or to a state or local government, for a 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 purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this 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.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

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

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

#### **ARTICLE IV**

#### **ELECTION OR APPOINTMENT OF DIRECTORS**

The directors of the corporation shall be elected by the membership, pursuant to the terms and provisions of the bylaws of the Corporation.

#### **ARTICLE IV**

#### **INITIAL OFFICERS AND/OR DIRECTORS**

The initial Board of Directors of this corporation are as follows:

Renee R. Finley  
4800 Deerwood Campus Pkwy  
Jacksonville, FL 32246

James E. Sylvester, PhD  
807 Children's Way  
Jacksonville, FL 32207

David Meyer  
2 Shircliff Way, Suite 615  
Jacksonville, FL 32204

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Jonathan Cantor, AIA  
10748 Deerwood Park Blvd South  
Jacksonville, FL 32256-0597

Christina Sapienza, Ph.D.  
2800 University Boulevard North  
Jacksonville, FL 32211

Catherine Christie, PhD, RDN, LDN, FAND  
1 UNF Drive  
Jacksonville, FL 32224-2673

Laureen Husband, Ed.D  
900 University Boulevard, Suite 205  
Jacksonville, FL 32211

Members of the initial board of directors shall serve until their earlier resignation, or removal by vote of the initial board, or until the election of their successors as provided in the bylaws.

#### **ARTICLE VI** **AMENDMENTS AND BYLAWS**

These Articles of Incorporation may be amended in the manner provided by Florida law. Either the membership or initial or subsequent board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the membership may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

#### **ARTICLE VII** **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the state of Florida is 50 North Laura Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is James A. Nolan, Esquire. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

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**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the Incorporator of this corporation is:

James A. Nolan, Esquire  
50 North Laura Street, Suite 1100  
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the Incorporator,  
has hereunto set his hand this 16<sup>th</sup> day of June, 2014.

By: 

James A. Nolan, Esquire

Incorporator

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
JACKSONVILLE REGIONAL HEALTH COLLABORATIVE, INC.**

Pursuant to Section 617.0501, Florida Business Corporation Act, JAMES A. NOLAN, ESQUIRE, located at 50 North Laura Street, Suite 1100, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon JACKSONVILLE REGIONAL HEALTH COLLABORATIVE, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 16<sup>th</sup> day of June, 2014.

By 

James A. Nolan, Esquire

Registered Agent

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