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FLORIDA PROFIT/NON PROFIT CORPORATION  
PRHS Medical Staff, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PRHS MEDICAL STAFF, INC.**

The undersigned, acting as incorporator of a Corporation Not for Profit under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I**  
**Name**

The name of the Corporation is **PRHS MEDICAL STAFF, INC.**

**ARTICLE II**  
**Purposes**

The Corporation is organized and will be operated exclusively as an association of persons having the common business interest of promoting the interests of its physician members who practice in the market area of the Physicians Regional Healthcare System (the "Healthcare System"), which includes Naples and the Greater Southwest Florida area (the "Market Area"), in connection with their business of providing healthcare services to patients in the Market Area and elsewhere.

The Corporation's purposes will include the following:

- Representing its members before the Healthcare System in order to protect their professional and business interests in the Market Area;
- Assisting and advising its members regarding Healthcare System, medical staff membership and privileges, and the bylaws and regulations of the medical staff as approved by the Healthcare System; meeting with Healthcare System officials and other persons in the Market Area in relation to the foregoing;
- Providing a mechanism for its members to participate in professional governance, peer review, and quality assurance activities;
- Holding periodic meetings and educational programs for its members;
- Improving the business conditions in the Market Area relating to the practice of medicine;
- Investing in, receiving, holding, using and disposing of all property, real or personal, as may be necessary or desirable to carry into effect these purposes and
- Doing such other things as: are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation is not organized for profit, will not engage in a regular business of a kind ordinarily carried on for

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profit, and its primary activity will not consist of performing particular services for individual persons.

The Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of the Treasury Regulations applicable thereto (collectively, the "Internal Revenue Code," including any successor or replacement statute).

### ARTICLE III

#### Powers

The Corporation will have all powers conferred upon nonprofit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but will exercise such powers only in fulfillment of its above-stated purposes.

No dividends will be paid and no part of the net earnings of the Corporation will inure to the benefit of any member or private individual within the meaning of Section 501(c)(6) of the Internal Revenue Code.

### ARTICLE IV

#### Members

The Corporation will have members and will be supported primarily by its members. All matters with respect to its members, including the designation of classes, if any, will be set forth in the Bylaws of the Corporation. The right of members, or any class or classes of members, to vote will be granted, denied, or limited to the extent specified in the Bylaws.

### ARTICLE V

#### Board of Directors

The affairs of the Corporation will be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors will be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office will be as provided in the Bylaws, but the number of Directors will not be less than three (3). The initial members of the Board of Directors are as follows:

Dennis Hidlebaugh, M.D.

Attention: Medical Staff Office  
6101 Pine Ridge Road  
Naples, Florida 34119

Daniel Singer, M.D.

Attention: Medical Staff Office  
6101 Pine Ridge Road  
Naples, Florida 34119

M. Stephen Schneider, M.D.

Attention: Medical Staff Office  
6101 Pine Ridge Road  
Naples, Florida 34119

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ARTICLE VI  
Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in Chapter 617, Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation will be declared or paid to any private individual, but the net assets of the Corporation will be distributed as follows:

(1) All liabilities and obligations of the Corporation will be paid, satisfied and discharged, or adequate provision will be made therefor;

(2) Remaining assets will be distributed to one or more organizations described in Section 501(c)(3), 501(c)(4), or 501(c)(6) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions will be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3), 501(c)(4), or 501(c)(6) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court will determine.

ARTICLE VII  
Amendment

These Articles may be amended in the manner now or hereafter provided in Chapter 617 of the Florida Statutes.

ARTICLE VIII  
Miscellaneous

Principal Office and Mailing Address. The address of the principal office of the Corporation and its mailing address will be Attention: Medical Staff Office, 6101 Pine Ridge Road, Naples, Florida 34119.

Registered Agent. The name and street address of the initial registered agent of the Corporation is Dennis Hidlebaugh, M.D., Medical Staff Office, 6101 Pine Ridge Road, Naples, Florida 34119.

Incorporator. The name and address of the incorporator is Joseph Rugg, Akerman Senterfitt, 401 East Jackson Street, Suite 1700, Tampa, Florida 3360.

Effective Date and Duration. The Corporation will be effective for all purposes as of July 25, 2014 upon the filing of these Articles of Incorporation, and will thereafter have perpetual existence.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

EXECUTED this 1<sup>st</sup> day of August, 2014.



JOSEPH RUGG, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Having been appointed the registered agent of PRHS MEDICAL STAFF, INC., the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations set forth in the Florida Statutes.

EXECUTED this 1st day of August, 2014.

  
DENNIS HIDLEBAUGH, M.D.