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FLORIDA PROFIT/NON PROFIT CORPORATION

The American College of Dermatology Nurse

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**ARTICLES OF INCORPORATION
OF
THE AMERICAN COLLEGE OF DERMATOLOGY NURSE PRACTITIONERS, INC.
(A Corporation Not-for-Profit)**

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of the Corporation will be: **THE AMERICAN COLLEGE OF DERMATOLOGY NURSE PRACTITIONERS, INC.**

**ARTICLE II.
ADDRESS**

The street address and the mailing address of the Corporation is 8613 Snowy Owl Way, Tampa, Florida 33647.

**ARTICLE III.
DURATION: EFFECTIVE DATE**

The Corporation will have perpetual existence, commencing as of the date of the filing of its Articles of Incorporation with the Florida Department of State.

**ARTICLE IV.
PURPOSES**

The purposes for which the Corporation is formed are exclusively charitable and educational 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 "Revenue Laws") and the purposes of the Corporation are limited exclusively to the said charitable purposes set forth below. In carrying out such purposes, the Corporation will have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for such charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for such charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for such charitable purposes; provided, however, said powers and authorities will be exercised only in furtherance of such charitable purposes.

The principal purposes of the Corporation will be to provide information, education, and various resources to persons who are, or who are in training to become, dermatology nurse practitioners or who are otherwise involved or interested in the dermatology nurse practitioner industry, other healthcare industries, educational institutions, the government, and the general public; develop an understanding and appreciation in government, industry, and the public for issues involving dermatology nurse practitioners, public and private sector benefits from the dermatology nurse practitioner industry, research and development, education, training and other associated activities; enhance the general reputation and prestige of participants for excellence in the area dermatology practice, research and development, education, training and other associated activities; and obtain bi-partisan Federal, state and local support for the purposes and goals of the Corporation.

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ARTICLE V. POWERS

The Corporation will have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation will 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 Article IV hereof. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation will 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI. DISSOLUTION

No director, officer, or private individual, will be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors will determine. Any such assets not so disposed of will be disposed of by the court of competent jurisdiction, as provided by law, 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 will determine, which are organized and operated exclusively for such purposes.

ARTICLE VII. NO MEMBERS

The Corporation will have no members and will not issue member certificates. The Corporation will be organized on a non-stock basis and will not issue shares of stock. However, nothing in these articles will be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members, and such reference will not constitute voting membership nor membership of any kind in the Corporation nor convey any legal right or standing in the Corporation.

ARTICLE VIII. BOARD OF DIRECTORS

The business affairs of the Corporation will be managed and all the corporate powers thereof will be vested in and exercised by a Board of Directors. The Board of Directors will be appointed as provided in the Bylaws of the Corporation. The number of Directors will be fixed as set forth in the Bylaws of the Corporation but will never be less than three (3). The board of directors will be selected by each Member (as hereinafter defined) on an annual basis and there will be an equal number of board members selected from each Member. The names and addresses of the persons who will serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected are:

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Name

Address

Debra Shelby, PhD, DNP

c/o The American College of Dermatology Nurse
Practitioners, Inc.
8613 Snowy Owl Way
Tampa, Florida 33647

Raymond Shulstad, DNP

c/o The American College of Dermatology Nurse
Practitioners, Inc.
8613 Snowy Owl Way
Tampa, Florida 33647

Allison Lowie, DNP

c/o The American College of Dermatology Nurse
Practitioners, Inc.
8613 Snowy Owl Way
Tampa, Florida 33647

ARTICLE IX.
INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, will be signed by all of the Directors.

ARTICLE X.
BYLAWS

The Board of Directors will make, and will have the power to amend or repeal, the Bylaws of the Corporation.

ARTICLE XI.
REGISTERED OFFICE AND AGENT

The registered office of the Corporation will be 8613 Snowy Owl Way, Tampa, Florida 33647. The registered agent will be Debra Shelby, PhD, DNP. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XII.
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Directors and such amendments may be proposed and adopted in the manner provided in the Bylaws.

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**ARTICLE XIII
INCORPORATOR**

The name and address of the person signing the original Articles of Incorporation as the Incorporator is Debra Shelby, PhD, DNP.

**ARTICLE XIV.
INDEMNIFICATION**

The Corporation will, to the maximum extent permitted by law, indemnify each of its present or former Directors, officers, employees or other agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 10th day of September, 2014.


Debra Shelby, PhD, DNP, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 617.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0501, Florida Statutes.

Dated this 10th day of September, 2014.


Debra Shelby, PhD, DNP