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LAW OFFICE OF
GRANT & DOZIER, LLC
ATTORNEYS AND COUNSELORS AT LAW

WILLIAM JOHN GRANT
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December 1, 2014

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Citrus County Community Charitable Foundation, Inc.
Articles of Incorporation for Florida Non-Profit Corporation

To Whom It May Concern:

Enclosed, please find an original and one copy of the proposed Articles and Corporation and Bylaws for the Citrus County Community Charitable Foundation, Inc.

I have also enclosed check #10024 made out to the Department of State, in the amount of \$87.50, for the Filing Fee, Certified Copy and Certificate of Status.

To help streamline the Department's acceptance and processing of these documents, I provide the following information:

- 1) **Name of the Corporation-** Citrus County Community Charitable Foundation, Inc.
- 2) **Principal Office-** 123 South Pine Avenue, Inverness, Florida, 34452
- 3) **Purpose-** Please refer to the attached Articles of Incorporation of Citrus County Community Charitable Foundation, Inc., Article IV- Purposes and Powers of Corporation.
- 4) **Manner of Election-** Please refer to the attached Bylaws of Citrus County Community Charitable Foundation, Inc., Section 5.03- Election/Appointment and Term.
- 5) **Initial Officers and/or Directors-** None.
- 6) **Registered Agent-** William J. Grant, 123 North Apopka Avenue, Inverness, Florida 34450.
- 7) **Incorporator-** Citrus County Hospital Board, 123 South Pine Avenue, Inverness, Florida 34452.

- 8) **Signatures of Registered Agent and Incorporator-** Please refer to the attached Articles of Incorporation of Citrus County Community Charitable Foundation, Inc., Page 5.

Should you require any additional information, please do not hesitate to contact me.

Sincerely,



William J. Grant

WJG/fm

- Enclosures:
- 1) Check #10024 made out to the Department of State in the amount of \$87.50
 - 2) Articles of Incorporation of Citrus County Community Charitable Foundation, Inc. (Original and One Copy)
 - 3) Bylaws of Citrus County Community Charitable Foundation, Inc. (Original and One Copy)

ARTICLES OF INCORPORATION
OF
CITRUS COUNTY COMMUNITY CHARITABLE FOUNDATION, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes and laws of Florida 2014-254, hereby forms a corporation not for profit as an instrumentality of the state of Florida (or of a subdivision of the state of Florida) under the laws of the state of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Citrus County Community Charitable Foundation, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 123 South Pine Avenue, Inverness, Florida 34452, and the mailing address of the Corporation is 123 South Pine Avenue, Inverness, Florida 34452.

ARTICLE III - SOLE MEMBER

The sole member of the Corporation shall be the Citrus County Hospital Board, a Florida independent special district and county agency.

ARTICLE IV - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is created by the Citrus County Hospital Board pursuant to the authorization of laws of Florida 2014-254 as an instrumentality of the state of Florida (or of a subdivision of the state of Florida) and organized exclusively for charitable, scientific, literary

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and educational purposes in order to carry out the purposes of the Citrus County Hospital Board, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code") and to governmental agencies for public purposes. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall be the promotion of health for the benefit of the Citrus County, Florida community by providing funding for the medically-related needs of the citizens and residents of Citrus County, Florida. The primary purpose of the corporate body is to provide its Citrus County residents, new or expanded medical and health services and to supplement existing community health services to increase overall community benefit(s).

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation. It is the intent of the incorporator that funds transferred by the member to this Corporation shall not be used in any manner or fashion to underwrite costs of medical services currently being offered within Citrus County.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. 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 to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

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

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall assume office in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least twelve (12) persons. Membership of the Corporation's Board of Directors may not be altered or amended without the consent of the member.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 123 N. Apopka Ave., Inverness, Florida 34450, and the name of the initial registered agent of the Corporation at that address is William J. Grant. The Board of Directors may from time to time designate a new

registered office and registered agent with 75% approval of the Board of Directors and the consent of the member.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Citrus County Hospital Board	123 South Pine Avenue Inverness, Florida 34452

ARTICLE VIII - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, including the indemnification of the member.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed to the Citrus County Hospital Board; provided, that if the Citrus County Hospital Board is not a governmental agency at such time, then all of the assets of the Corporation shall be distributed either (1) to a subdivision of the state of Florida (or the state of Florida), for a public purpose, or (2) for one or more exempt purposes to an organization described in Section 501(c)(3) and whose income is also excludable from gross income pursuant to Code Section 115(1). In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

Voluntary Dissolution is prohibited as the Foundation is irrevocable. Any proposed dissolution requires Petition of a Court of competent jurisdiction.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of seventy-five percent (75%) of the full Board of Directors of the Corporation, at any regular or special meeting of the member called for such purpose in accordance with the provisions of the Bylaws, with the consent of the member.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 26th day of November, 2014.

CITRUS COUNTY HOSPITAL BOARD

By: Debbie L. Ressler
Debbie L. Ressler, R.N., BSN, Chair

Date: 12-7-14, 2014

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

William J. Grant
William J. Grant

Date: 11/26, 2014