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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA ORGANIZATION OF NURSE EXECUTIVES, INC.
1235 East Concord St., Orlando, FL 32803

January 29, 2015

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Florida Organization of Nurse Executives, Inc.
Document Number N93000003615

Dear Sirs:

The undersigned is President and Chair of the Board of Directors of the Florida Organization of Nurse Executives, Inc. Document Number N93000003615 ("the Corporation"). The Corporation has previously filed on-line Articles of Dissolution which were accepted by the Division of Corporations.

The Corporation has no intention of revoking the Articles of Dissolution it has filed with the Division. On behalf of the Corporation, the undersigned hereby consents to the use of the name "Florida Organization of Nurse Executives, Inc." by a new corporation of the same name. Enclosed are the cover page, executed original and copy of the articles of incorporation and requisite filing fee for the new corporation which has the consent of the Corporation to use its name. Please file same and return a certified copy to the person listed on the cover page.

If you have any questions concerning this matter, please contact our attorney: Jay Fleisher, Esq., 11380 Prosperity Farms Road, Ste. 204, Palm Beach Gardens, FL 33410, tel. 561-6267-7004.

Thank you.

Sincerely,

Diane Brady Schwartz

Diane Brady-Schwartz
President and Chair
Board of Directors

COVER LETTER

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

SUBJECT: Florida Organization of Nurse Executives, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

- ☐ $70.00 Filing Fee
- ■ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: Jay Fleisher, Esq.
Name (Printed or typed)

11380 Prosperity Farms Rd., Ste. 204
Address

Palm Beach Gardens, FL 33410
City, State & Zip

561-627-7004
Daytime Telephone number

dcbradyasoc@msn.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
FLORIDA ORGANIZATION OF NURSE EXECUTIVES, INC.

Article I: Name

The name of the corporation Not for Profit shall be **FLORIDA ORGANIZATION OF NURSE EXECUTIVES, INC.** (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purposes, Powers and Limitations

3.1 A. Nonprofit Corporation. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

B. The Corporation is organized and shall be operated exclusively as a business league within the definition, meaning and intent of section 501(c)(6) of the Internal Revenue Code (the "Code") or the corresponding section of any future federal tax code.

C. The Corporation shall be an association of persons having a common business interest in the field of nursing, shall promote that common interest and shall operate so as to improve business conditions of the practice of nursing.

D. To carry on such other activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(6) of the Code, or the corresponding section of any future federal tax code

3.2 Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

3.3 The Corporation shall not engage (other than incidentally) in a regular business of a kind ordinarily carried on for profit, and shall not engage in the performance of particular services for individual persons.

Article IV: Limitations

4.1 Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(6) of the Code as determined by the Board of Directors of the Corporation. 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 V: Members and Authority of Members

5.1 The Corporation shall have members. The rights and obligations of the members of the Corporation and the methods of exercising same by the members of the Corporation shall be as provided in the Bylaws of the Corporation.

Article VI: Directors

6.1 The number of directors constituting the initial Board of Directors of the Corporation shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The initial Board of Directors and their respective titles as such shall consist of:

Diane Brady-Schwartz
President and Board member
1235 E. Concord St.
Orlando, FL 32803.

Becky Montesino-King
Treasurer and Board Member
1235 E. Concord St.
Orlando, FL 32803.

Pasley, Norman
Board Member
1235 E. Concord St.
Orlando, FL 32803.

6.2 The directors of the Corporation shall be elected by the members of the Corporation in accordance with the methods and qualifications specified in the Bylaws of the Corporation.

6.3 The powers, duties, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be specified in the Bylaws of the Corporation.

6.4 Directors of this Corporation, and any Officers elected by the Directors of this Corporation, shall serve in their capacity as such without compensation except for reimbursement for actual expenses. Notwithstanding the foregoing, if an individual elected as a board member or officer is also a salaried employee of the Corporation, the individual may receive reasonable compensation as a salaried employee (and not as a director) in accordance with procedures adopted by the Board and in accordance the Florida Not for Profit Corporation Act and the Code, or the corresponding section of any future federal tax code, which procedures shall be administered by an independent Compensation Committee appointed by the Board in accordance with procedures set out in the Bylaws.

Article VII: Liability Limitations

7.1 If the Florida Not For Profit Corporations Act, or any other law, is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, officers or members, then the liability of directors, officers or members of this Corporation shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, or other law, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of the directors, officers or members of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such directors, officers or members occurring prior to such repeal or modification.

Article VIII: Indemnification and Insurance

8.1 Right to Indemnification. The Corporation shall have the power and authority to provide indemnification in accordance with the law and the bylaws of the Corporation.

8.2 Insurance. The Corporation may maintain insurance at its expense in accordance with the bylaws of the Corporation.

Article IX: Bylaws

The Board of Directors shall adopt the Bylaws of the Corporation at its initial meeting.

Article X: Establishment and Amendments of the Articles of Incorporation and Bylaws

The authority to make, alter, amend or repeal the Articles of Incorporation and Bylaws of the Corporation is vested solely in the Board of Directors. These Articles of Incorporation and the Bylaws of the Corporation may be amended at any regular meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the Directors then qualified to vote.

Article XI: Incorporator

The name and address of the incorporator of the Corporation is as follows: Diane Brady-Schwartz, 1235 E. Concord St., Orlando, FL 32803.

Article XII: Registered Office and Agent

The address of the initial registered office of the Corporation shall be 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410. The name of the initial registered agent of the Corporation at such address shall be Corporate Creations Network, Inc.

Acceptance of Appointment

Corporate Creations Network, Inc. hereby accepts the appointment of Registered Agent in the State of Florida for the Florida Organization of Nurse Executives, Inc. (the "Corporation"). I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(signature)

Corporate Creations Network, Inc.

by:______________________________
(name)

As Jim Perkins, Vice President
(title)

Registered Agent

Article XII: Initial Principal Place of Business and Mailing Address of Corporation

The address of the initial principal place of business of the Corporation shall be 1235 E. Concord St., Orlando, FL 32803. The mailing address of the Corporation shall be P. O. Box 533992, Orlando, FL 32853.

Signed this 13th day of January, 2015.

FLORIDA ORGANIZATION OF NURSE EXECUTIVES, INC.

Diane Brady Schwartz
Signature of Diane Brady-Schwartz