

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
TELEHEALTH ASSOCIATION OF FLORIDA, INC.**

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**ARTICLES OF INCORPORATION OF  
TELEHEALTH ASSOCIATION OF FLORIDA, INC.**

TELEHEALTH ASSOCIATION OF FLORIDA, INC., a Florida not for profit corporation (the "Corporation"), under the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation is **TELEHEALTH ASSOCIATION OF FLORIDA, INC.**

**ARTICLE II**

**Principal Office and Mailing Address**

The principal office address of the Corporation is 106 East College Avenue, Suite 900, Tallahassee, Florida 32301, and the mailing address of the Corporation is 106 East College Avenue, Suite 900, Tallahassee, Florida 32301. The location of the principal office and mailing address shall be subject to change as may be provided in the bylaws duly adopted by the Corporation (the "Bylaws").

**ARTICLE III**

**Purposes**

The Corporation is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future federal tax code). The purpose of the Corporation shall be (i) to promote the telehealth industry throughout Florida, (ii) to expand the knowledge and expertise of the telehealth industry in Florida through seminars, forums, educational publications and other means, (iii) to enhance public awareness of the telehealth industry in Florida and the benefits it provides, and (iv) to represent the interests of the telehealth industry before federal, state and local agencies and the public.

**ARTICLE IV**

**Powers**

The Corporation shall have all powers conferred upon not for profit corporations organized under the Act and not prohibited under Section 501(c)(6) of the Code or any regulations promulgated thereunder. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the 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 Article III hereof.

**ARTICLE V**  
**Dissolution and Liquidation**

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

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(C)(3) or 501(c)(6) of the Code.

**ARTICLE VI**  
**Term**

The term for which the Corporation shall exist shall be perpetual.

**ARTICLE VII**  
**Members**

The Corporation shall have members. All provisions regarding the members, including the designation of classes, if any, shall be set forth in the Bylaws of the Corporation. The right of members, or any class or classes of members, to vote shall be granted, denied, or limited to the extent specified in the Bylaws.

**ARTICLE VIII**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws. The initial Directors of the Corporation who shall serve until they are replaced in accordance with the Bylaws are as follows:

- (1) Lauren Faison, 106 East College Avenue, Suite 900, Tallahassee, Florida 32301
- (2) Monesia Brown, 106 East College Avenue, Suite 900, Tallahassee, Florida 32301
- (3) Justin Stone, 106 East College Avenue, Suite 900, Tallahassee, Florida 32301
- (4) Dr. Cynthia Powell, 106 East College Avenue, Suite 900, Tallahassee, Florida 32301
- (5) Denise Yon, 106 East College Avenue, Suite 900, Tallahassee, Florida 32301
- (6) Dr. Paul Hinchey, 106 East College Avenue, Suite 900, Tallahassee, Florida 32301

**ARTICLE IX**  
**Registered Office and Agent**

The address of the Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017, and the Registered Agent at such address is F & L Corp.

**ARTICLE X**  
**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended as provided in the Bylaws.

**ARTICLE XI**  
**Incorporator**

The name of the sole incorporator of the Corporation is Christian Caballero. The street and mailing address of the sole incorporator of the Corporation is 106 East College Avenue, Suite 900, Tallahassee, Florida 32301.

The foregoing Articles of Incorporation were adopted effective July 30, 2015, by the undersigned incorporator in accordance with the requirements of the Act.

  
Christian Caballero, Incorporator

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**ACCEPTANCE OF APPOINTMENT**  
**BY REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article IX of the foregoing Articles of Incorporation of the **TELEHEALTH ASSOCIATION OF FLORIDA, INC.** as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

**DATED**, this 30<sup>th</sup> day of July, 2015.

**REGISTERED AGENT:**

**F&L CORP.**

By: 

\_\_\_\_\_  
Thomas J. Maida  
Authorized Agent