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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MARION COUNTY HEALTH ALLIANCE, INC**

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**ARTICLES OF INCORPORATION**

**OF**

FROM THE CLERK OF THE  
CITY OF TALLAHASSEE, FLORIDA

**MARION COUNTY HEALTH ALLIANCE, INC**

**FLORIDA NON-PROFIT CORPORATION**

**ARTICLE I**

**Corporate Name**

The name of this corporation is **MARION COUNTY HEALTH ALLIANCE, INC.** The corporation's principal office address is 1121 SW 1<sup>st</sup> Avenue, Ocala, FL 34471-0918.

**ARTICLE II**

**Corporate Nature**

This is a non-profit corporation, organized for the purpose of improving the health of the residents of Marion County, Florida pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes, including, for such other charitable purposes allowed by law including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE III**

**Duration**

The term of existence of the corporation is perpetual.

## **ARTICLE IV**

### **Purposes**

The primary purpose for which this corporation is formed is to provide a venue for residents, agencies and organizations to discuss, plan and implement health care initiatives for the improvement of health for the citizens of Marion County. This purpose shall be liberally construed to accomplish the goals and objectives of the corporation. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE V**

### **Management of Corporate Affairs**

(a) The management of the corporation shall be by the Executive Committee. The Executive Committee shall consist of the Chairman, seven (7) permanent members, plus six (6) rotating non-healthcare provider members approved by the Board of Directors from the following community segments: business, government, residents, faith based, community based not-for-profit organizations and education.

The seven (7) Permanent Members are: Heart of Florida Health Center, Hospice of Marion County, Florida Department of Health Marion County, Marion County Hospital District, Munroe HMA Hospital, LLC (Munroe Regional Medical Center), Ocala Health (Ocala Regional Medical Center and West Marion Community Hospital), and The Centers, Inc.

The Board of Directors shall also choose a Chairman who shall serve as chair of both the Board of Directors and the Executive Committee, who will be a voting member of each, and who may or may not be a member of the corporation. The Executive Committee shall have a total membership of fourteen (14) members.

All members of the corporation shall be voting members of the Board of Directors.

The initial members of the Board of Directors for purposes of creating the corporation are: Jon Kurtz, Jon Dean and Mel Seek, M.D. who shall also serve as interim chairman, subject to ratification by the Board of Directors.

The non-permanent members of the Executive Committee shall be appointed to rotating terms of three (3) years; however initially, two (2) will be appointed for one (1) year, two (2) will be appointed for two (2) years and two (2) will be appointed for three (3) years. Non-permanent members of the Executive Committee may be removed by the Board of Directors with or without cause.

Members may be corporate, governmental, unincorporated associations or individuals. Non-individual members may select their representative to serve on the Board of Directors and Executive Committee from their executive leadership team.

A quorum for any meeting of the Board of Directors shall be 50% of the Board of Directors. A quorum for any meeting of the Executive Committee shall be 50% of the Executive Committee.

All decisions of the Board shall be by majority vote of the quorum present at a meeting. All decisions by the Executive Committee shall be by majority vote of the quorum present at a meeting.

(b) Corporate Officers. The Board of Directors shall elect the following officers: Chairman of the Board, Vice Chairman, Executive Director, and Secretary/Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. The Executive Director shall be non-voting.

## ARTICLE VI

### Earnings and Activities of the Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, 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 IV hereof.

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

(c) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE VII**

### **Distribution of Assets**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of the county in which the principal office of the organization 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 VIII**

### **Membership**

The corporation shall have two (2) class of members, the permanent members and the non-permanent members. Each member shall be entitled to one vote at the meetings of the Board of Directors.

## **ARTICLE IX**

### **Transparency**

Members of the public shall be free to attend any meeting of the Board of Directors or meeting of the Executive Committee.

## **ARTICLE X**

### **Subscribers**

The name and business address of the Subscriber of this corporation is Jonathan S. Dean, 230 NE 25<sup>th</sup> Avenue, Suite 100, Ocala, FL 34470-9009.

## **ARTICLE XI**

### **Amendment of Bylaws**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation. Bylaws of this corporation may be made, altered or rescinded and amended Bylaws may be adopted either by a resolution of the Board of Directors.

## **ARTICLE XII**

### **Dedication of Assets**

The property of this corporation is irrevocably dedicated and no part of the net income or net assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## **ARTICLE XIII**

### **Registered Agent and Office**

The name and address of the corporation's registered office shall be Jonathan S. Dean, 230 NE 25<sup>th</sup> Avenue, Suite 100, Ocala, FL 34470-9009.

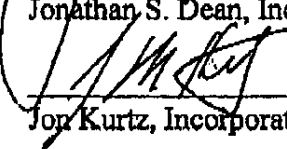
## **ARTICLE XIV**

### **Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida have executed these Articles of Incorporation on this 18<sup>th</sup> day of September, 2015.

  
Jonathan S. Dean, Incorporator

  
Jon Kurtz, Incorporator

  
Mel Seek, M.D., Incorporator

STATE OF FLORIDA  
COUNTY OF MARION

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 18<sup>th</sup> day of September, 2015 by JONATHAN S. DEAN, who is personally known to me.

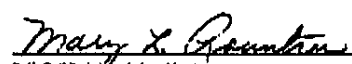


  
NOTARY PUBLIC  
My commission expires:

STATE OF FLORIDA  
COUNTY OF MARION

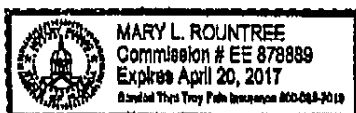
SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 18<sup>th</sup> day of September, 2015 by JON KURTZ, who is personally known to me.




  
NOTARY PUBLIC  
My commission expires:

STATE OF FLORIDA  
COUNTY OF MARION

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 18<sup>th</sup> day of September, 2015 by MEL SEEK, M.D., who has produced Florida Drivers License as identification.

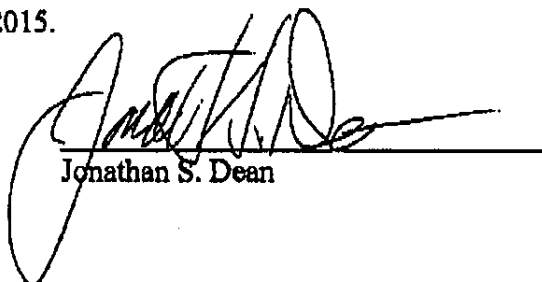


  
NOTARY PUBLIC  
My commission expires:

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

Having been designated as the Registered Agent for **MARION COUNTY HEALTH ALLIANCE, INC.**, I hereby accept the designation and agree to act as the Registered Agent of said corporation.

DATED this 18<sup>th</sup> day of September, 2015.



Jonathan S. Dean