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Restated Articles

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*Medical Educational Council
of Pensacola, Inc.*

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDICAL EDUCATIONAL COUNCIL OF PENSACOLA, INC.**

FILED
2007 JUL 26 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTRODUCTION

Medical Educational Council of Pensacola, Inc., a corporation not for profit under the laws of the State of Florida, having its principal office at 8880 University Parkway, Suite C, Pensacola, Florida, 32514, does hereby amend and restate its Articles of Incorporation as previously filed with the Department of State of Florida.

The name of the corporation is Medical Educational Council of Pensacola, Inc. This corporation was originally incorporated in 1986 under the name "Medical Education Council of Pensacola, Inc." by filing with the Department of State of Florida. Amended and Restated Articles of Incorporation were filed on May 17, 2005, including corporate name change to "Medical Educational Council of Pensacola, Inc."

These Amended and Restated Articles of Incorporation were adopted by unanimous vote of the Board of Directors of this corporation on the 9th day of July 2007, and there are no members of the corporation entitled to vote.

Amendments incorporated herein of the previously existing Articles of Incorporation of this corporation are specifically designated as follows:

1. Article I amends prior Article I.
2. Article II amends prior Article II.
3. Article III amends prior Article III.
4. Article IV amends prior Article IV.

5. Article V amends prior Article V.
6. Article VI amends prior Article VI.
7. Article VII amends prior Article VII.
8. Article VIII amends prior Article VIII.
9. Article IX amends prior Article IX.
10. Article X amends prior Article X.
11. Article XI amends prior Article XI.
12. Article XII Amends prior Article XII.

The Amended and Restated Articles of Incorporation of this corporation are as follows:

ARTICLE I
NAME, PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

Section 1.1. Name. The name of the corporation is Medical Educational Council of Pensacola, Inc. (the "Corporation").

Section 1.2 Offices and Registered Agent. The principal office and mailing address of the corporation is:

8880 University Parkway
Suite C
Pensacola, FL 32514

The registered agent of the corporation is:

Karen O. Emmanuel
General Counsel
Sacred Heart Health System, Inc.
5151 North Ninth Avenue
Pensacola, FL 32504

ARTICLE II
STATEMENT OF PURPOSE, NON-STOCK CORPORATION

This is a nonprofit corporation, organized solely for charitable and educational purposes pursuant to the Florida Corporation not for profit law set forth in Chapter 617 of the Florida Statutes. The corporation shall be without capital stock and will not operate for profit.

ARTICLE III
TERM OF EXISTENCE

The term of existence of the corporation is perpetual, commencing on June 18, 1986.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The general and specific purposes for which this corporation is formed are:

- A. To promote educational activities which serve to maintain, develop, or increase the knowledge, skills, and professional performance of physicians, and the relationships that physicians use to provide services for patients, the public, and the profession.
- B. To assure physicians and the public that continuing medical educational activities meet acceptable standards of education.
- C. To provide and/or sponsor coherent educational offerings that are based on specific needs, and explicit objectives, educational content, and methods.
- D. To identify educational needs of physicians, through means such as examination of data from patient care audits, morbidity/mortality statistics, performance improvement reports, and the like, and through focusing on specific problem areas.
- E. To sponsor, approve, and/or accredit educational activities consistent in content and method with stated objectives.
- F. To make educational content and methods of continuing medical educational activities known to prospective participating physicians and other licensed healthcare

professionals.

G. To evaluate the effectiveness of the overall continuing Medical Educational program and its component activities.

H. To operate exclusively in any other matter for such educational and charitable purposes as will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations under the Internal Revenue Code, including private foundations and private operating foundations

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

5.1 Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall not be less than four (4), nor more than fifteen (15), who shall be elected annually by the Board of Directors of the corporation at its annual meeting. The Directors shall hold office for two (2) years and until their successors are duly chosen and qualified, or until their earlier resignation, removal or death. The Board may delegate responsibilities and duties to such officers, boards, and committees, as the Bylaws may set forth. Any Director who ceases to be affiliated with a healthcare provider or healthcare medical/educational program shall thereupon automatically cease to be a member of the Board of Directors of the corporation, and such person shall relinquish and deliver all records and property of the corporation then in the possession of such person to an officer of the corporation.

Section 5.2 Indemnification. The corporation shall indemnify past or present directors and officers of the corporation in accordance with and to the fullest extent permitted

by the Florida Not For Profit Corporation Act and the Florida Business Corporation Act, insofar as applicable to a corporation not for profit under Florida law as amended from time to time.

Section 5.3 Corporate Officers. The Board of Directors shall elect the following officers: President and Vice President, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Officers shall be elected at the annual meeting of the Board of Directors.

ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION

Section 6.1. 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.

Section 6.2. No substantial part of the activities of the corporation shall be 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.

Section 6.3. Notwithstanding any other provisions of these articles, 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 Section 501(c)(3) of the Internal Revenue Code of 1954 (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(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 6.4. Notwithstanding any other provisions of these articles, this corporation shall not, except to an unsubstantial 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 dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine which are organized and operated for such purposes.

ARTICLE VIII BYLAWS

The Bylaws of the corporation are to be made, amended or rescinded by the Board of Directors of the corporation.

ARTICLE IX DEDICATION OF ASSETS

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

**ARTICLE X
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be made and adopted at any meeting of the Board of Directors of the corporation, whether annual or otherwise, by a majority vote of the Directors present and voting.

**ARTICLE XII
EFFECTIVE DATE**

Section 12.1 Effective Date. These Amended and Restated Articles of Incorporation shall become effective on July 9, 2007.

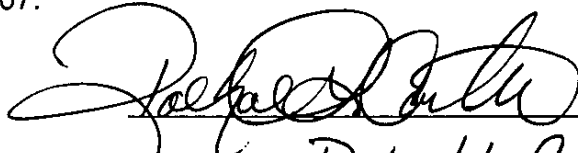
IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Vice President, this 9th day of July, 2007.

Paul T. Baroco, MD
By: PAUL T. BAROCO, MD
Its: President

Attest:
By: [Signature]
Its: Vice President
(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me by Paul T. Barco, MD, as President of Medical Educational Council of Florida, a Florida not for profit corporation, on behalf of the corporation. He personally appeared before me and is personally known to me, or has produced N/A as identification, and who did not take an oath, this the 9th day of July, 2007.


Print Name: Rachael L. Carter

Notary Public, State and County
Aforesaid

Commission No.: DD398372

My Commission Expires: 6/21/09

(Affix Official Seal)



ACCEPTANCE OF REGISTERED AGENT

I, Karen O. Emmanuel, do hereby accept appointment as Registered Agent of Medical Educational Council of Pensacola, Inc., a corporation organized not for profit under the laws of the State of Florida, and set of record my residence and address as follows:

Karen O. Emmanuel
General Counsel
Sacred Heart Health System, Inc.
5151 North Ninth Avenue
Pensacola, FL 32504

EXECUTED this 12th day of July, 2007.


KAREN O. EMMANUEL