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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 19 2016

I ALBRITTON

COVER LETTER

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

SUBJECT: **Catalyst Medical Foundation, 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: **Andrew Shepperd**
Name (Printed or typed)

1707 E. Oak Street
Address

Arcadia, FL 34266
City, State & Zip

321-217-0240
Daytime Telephone number

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

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

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Catalyst Medical Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:

1707 E. Oak Street

Arcadia, FL 34266

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: SEE ATTACHED SHEET

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed:

SEE ATTACHED SHEET

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Andrew Shepperd, P

Address: 1707 E. Oak Street
Arcadia, FL 34266

Name and Title: Laura Walgate, VP, T

Address: 12812 Ivory Stone Loop
Ft Myers, FL 33913

Name and Title: Candace Johns, D

Address: 4401 Sepulveda Blvd Unit 301
Sherman Oaks, CA 91403

Name and Title: David Lyskowski, D

Address: 2743 1st Street #2205
Ft Myers, FL 33916

Name and Title: Rikki Floyd-Lyskowski, S

Address: 2743 1st Street #2205
Ft Myers, FL 33916

Name and Title: _____

Address: _____

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TALLAHASSEE, FLORIDA

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Andrew Shepperd

Address: 1707 E. Oak Street

Arcadia, FL 34266

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Andrew Shepperd

Address: 1707 E. Oak Street

Arcadia, FL 34266

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature of Registered Agent

1-27-16

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature of Incorporator

1-27-16

Date

Purpose:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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. This non-profit corporation will have all the powers as stated in Section 617.021, Florida Statutes 1991 and all acts amendatory thereof, including the Corporation's registration with the internal Revenue Service as a 501(c)(3) - 59-135-8912. To establish and maintain charitable purposes as an institution providing services primarily for residents of Florida.

Our clinic will be a healthcare facility that is primarily devoted to providing primary health care to *socioeconomically and geographically underserved outpatient community of Arcadia and surrounding towns*. We will be a privately operated, managed and funded organization that will cover the primary healthcare needs of the populations in these local communities. We will provide services to low-income adults who are under and/or uninsured (not covered by Medicare, Medicaid, or other government program) and are residents of the county in which the Clinic is located. In keeping with many free medical clinics nationwide, we will see patients who are at 100%-300% of federal poverty level (FPL).

Our services will include those for minor, non-life threatening illnesses and injuries that will not be a substitute for emergency medical care. While specific services vary from clinic to clinic, most conduct general physical exams and provide testing and treatment of acute medical problems (e.g., headaches, sore throats, cough/colds, GI complaints, rashes, burns, allergic reactions, puncture wounds, fractures, UTI, contusion, Skin Tears, medication refills, STD testing, rapid flu/strep test, urinalysis).

Dissolution of Corporation

Upon dissolution of the Corporation, the Board of Directors will dispose of the assets of the Corporation in such a manner, or to such organizations operated for charitable purposes as will qualify at the time as exempt organizations under Section 501(c)(3) of the IRS code, or the law in effect at the time. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, if the named beneficiary at the time of dissolution may not be qualified, may not be in existence, or may be unwilling or unable to accept the assets of the dissolving organization, the remaining assets will be distributed to a non-profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational, religious, and scientific purposes and which has *established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code*. Moreover, upon the dissolution of the organization, assets that have not been 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, 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 competent jurisdiction in 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.

Conflict Of Interest

No officer, Director, or member of the Corporation will have a direct or indirect financial interest in the Corporation's interest when it is contemplating entering into a transaction or arrangement that might result in a possible excess benefit transaction. This policy, which has been adopted by resolution of the governing board, is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article IV - The manner in which the directors are elected and appointed:

Elections will be held at the annual meeting in November. Nomination for all positions may be made from the floor, but only with express consent of the person or persons nominated. From a slate of nominees presented at the November meeting of the Corporation, the Board of Directors will elect from its membership the Executive Committee of the Board, comprised of the President, Vice President, Secretary, Treasurer and one (1) additional member at large. Each member of the Executive Committee will serve two consecutive two year terms and may be elected to successive terms without limit. Any vacancies occurring on this Committee may be filled by the Board of Directors.

The Executive Committee will have all the power and authority of the Board of Directors in the interim between regular Board meetings, and its acts, by majority vote of the entire membership of the Executive Committee will be binding upon the Corporation; provided, however the Executive Committee will exercise this authority only with respect of those matters deemed by the President or by a majority of the Executive Committee, to be of sufficient importance to require a decision and action prior to the next regularly scheduled meeting of the Board of Directors. The Executive Committee will recommend action by the Board of Directors with respect to any matter affecting the Corporation.

An affirmative vote of a majority of the Board of Directors present quorum and attending will be required to elect officers, board members, and to remove from office a trustee or officer for cause deemed sufficient by those voting for such removal.

Any member of the Board of Directors, who will have three (3) unexcused absences from regularly scheduled meetings of the Board in any fiscal year, will automatically be dropped as a member of the Board. Absences may be excused for just cause and may be registered in person orally, in writing, by telephone or email prior to such meetings.