

N16000005331

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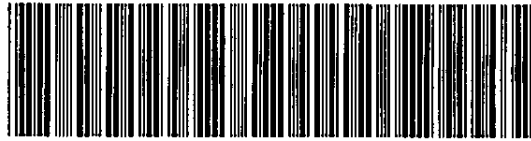
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DIVISION OF CORPORATIONS
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SEP 7 2016

C LEWIS



LAW OFFICES OF
WALLER & SCHARBER
PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

CHARLES D. WALLER
CERTIFIED FAMILY, CIRCUIT & COUNTY MEDIATOR
RESIDENTIAL MORTGAGE FORECLOSURE MEDIATOR
PARENTING COORDINATOR

June 28, 2016

JARROD M. SCHARBER

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Pioneer Medical Group Clinic Foundation, Inc.

To Whom It May Concern:

Enclosed you will find the Articles of Amendment to Articles of Incorporation of Pioneer Medical Group Clinic Foundation Inc. The Amendment to the Articles are in relation to document # N16000005331.

I have also enclosed check number 10198 payable to the Florida Department of State for the \$35.00 filing fee.

If you should have any questions please feel free to contact me.

Very truly yours,

The Law Office of
WALLER & SCHARBER, P.A.
Attorneys at Law

/s/ Jarrod M. Scharber

Jarrold M. Scharber, Esquire
Signed in his absence without his
approval to avoid delay.

JMS/av
Enclosures as stated.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 7, 2016

LAW OFFICES OF WALLER & SCHARBER
% JARROD M. SCHARBER, ESQ.
38038 MERIDIAN AVENUE
DADE CITY, FL 33526-1668

SUBJECT: PIONEER MEDICAL GROUP CLINIC FOUNDATION, INC.
Ref. Number: N1600005331

We have received your document for PIONEER MEDICAL GROUP CLINIC FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 216A00014220



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 30, 2016

LAW OFFICES OF WALLER & SCHARBER 2ND MAIL
% JARROD M. SCHARBER, ESQ.
38038 MERIDIAN AVENUE
DADE CITY, FL 33526-1668

SUBJECT: PIONEER MEDICAL GROUP CLINIC FOUNDATION, INC.
Ref. Number: N16000005331

We have received your document for PIONEER MEDICAL GROUP CLINIC FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A non profit corporation can not be a public benefit corporation. Only a profit can have this status.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 216A00014220

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DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT*
TO
ARTICLES OF INCORPORATION
OF
PIONEER MEDICAL GROUP CLINIC
FOUNDATION, INC.

A FLORIDA NON-PROFIT PUBLIC BENEFIT CORPORATION

EFFECTIVE AUGUST 24, 2016

N1600000533

****THERE ARE NO MEMBERS, OR MEMBERS ENTITLED TO VOTE ON THE AMENDMENT(S) SET FORTH
HEREIN. THESE AMENDMENTS WERE ADOPTED BY THE BOARD OF DIRECTORS.***

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WE THE UNDERSIGNED, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporations Law(s) of the State of Florida do hereby certify as follows:

ARTICLE I **NAME**

1.01 Name

The name of this corporation shall be *Pioneer Medical Group Clinic Foundation, Inc.* Any and all business conducted on behalf of the corporation shall be conducted in the name *Pioneer Medical Group Clinic Foundation, Inc.*

ARTICLE II **DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III **PURPOSE**

3.01 Purpose

Pioneer Medical Group Clinic Foundation, Inc. is a non-profit corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The purpose of the corporation is to support and conduct and/or participate in events, seminars, clinical missions and other medical related outreach programs that will benefit communities that are underserved and/or lack access to modern or affordable health care clinics, techniques, equipment, supplies and practices.

ARTICLE IV **NON-PROFIT NATURE**

4.01 Non-profit Nature

Pioneer Medical Group Clinic Foundation, Inc. is organized exclusively for charitable and educational 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. No part of the net earnings of *Pioneer Medical Group Clinic Foundation, Inc.* shall inure to the benefit of, or be distributable to its members, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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.

Pioneer Medical Group Clinic Foundation, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Amended Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of *Pioneer Medical Group Clinic Foundation, Inc.* of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of *Pioneer Medical Group Clinic Foundation, Inc.* any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation shall be selected by the discretion of a majority of the managing body of *Pioneer Medical Group Clinic Foundation, Inc.* and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against *Pioneer Medical Group Clinic Foundation, Inc.* by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within East Pasco County, Florida with whom the corporation has previously donated or partnered with in prior charitable endeavors.

In the event that the court shall find that this section is applicable but that there is no

qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.05 Restricted Activities

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

4.06 Prohibited Activities

Notwithstanding any other provision of these Amended Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

Pioneer Medical Group Clinic Foundation, Inc. shall be governed by its board of directors consisting of at least three (3) members, and not exceeding twelve (12) members. These Articles of Amendment were approved by the Board of Directors; as there are no members, or members entitled to vote.

5.02 Initial Directors

The initial directors of the corporation shall be:

Syed Ali	Khizzar Shaukat
Milton Brown	Ronniel Mercado
Dipti Mehta	Masood Khan

5.03 Number of Directors

Pioneer Medical Group Clinic Foundation, Inc. shall have a board of directors consisting of at least three (3) and no more than twelve (12) directors. Within these limits, the board may

increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

5.04 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of *Pioneer Medical Group Clinic Foundation, Inc.* shall be managed under the direction of the Board of Directors, except as otherwise provided by law.

5.05 Terms

- (a) All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.
- (b) To the extent possible, Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin May 1 and end April 30 of the second year in office, unless the term is extended until such time as a successor has been elected.

5.06 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and nominated to serve on the board by an existing board member during the normal course of business. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in *April* of each year. Further procedures and processes related to election, removal and replacement of members of the board are more specifically set forth in the corporation's Bylaws.

ARTICLE VI MEMBERSHIP AND OFFICERS

6.01 Membership

Pioneer Medical Group Clinic Foundation, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's Bylaws.

6.02 Officers

Pioneer Medical Group Clinic Foundation, Inc. shall have the following slate of initial Officers, who are and shall remain subject to the specific rules governing the corporations' officers as specifically set forth in the Bylaws:

President: Syed Ali
17702 St. Lucia Isle Dr.
Tampa, FL 33647

Vice President: Khizzar Shaukat
10528 Martinique Isle Dr.
Tampa, FL 33647

Secretary: Milton Brown
20232 Ravens End Dr.
Tampa, FL 33647

Treasurer: Ronniel Mercado
2114 Rensselaer Dr.
Wesley Chapel, FL 33543

ARTICLE VII **AMENDMENTS**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors. The amendments set forth herein were unanimously adopted.

ARTICLE VIII **ADDRESSES OF THE CORPORATION**

8.01 Corporate Address

The physical address of the corporation is:

*Pioneer Medical Group Clinic Foundation, Inc.
2700 Healing Way, Suite 320
Wesley Chapel, FL 33543*

The mailing address of the corporation is:

*Pioneer Medical Group Clinic Foundation, Inc.
2700 Healing Way, Suite 320
Wesley Chapel, FL 33543*

ARTICLE IX **APPOINTMENT OF REGISTERED AGENT**

9.01 Registered Agent

The registered agent of the corporation shall be:

2016 AUG 22 AM 8:26

Jarrod M. Scharber, Esquire
Waller & Scharber, P.A.
38038 Meridian Ave.
Dade City, FL 33525

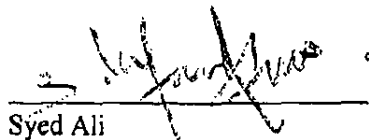
ARTICLE X
INCORPORATOR

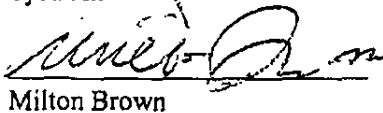
The incorporator of the corporation is:

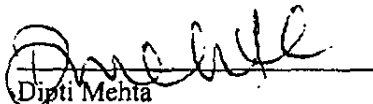
Syed Ali: 17702 St. Lucia Isle Dr.
Tampa, FL 33647

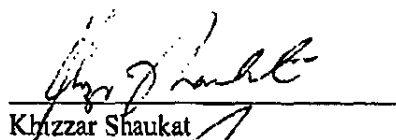
CERTIFICATE OF ADOPTION OF AMENDED ARTICLES OF
INCORPORATION

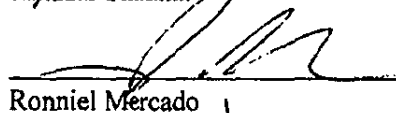
We, the undersigned initial directors, do hereby certify that the above stated Amended Articles of Incorporation of were approved by the board of directors on August 24, 2016 and constitute a complete copy of the Amended Articles of Incorporation of *Pioneer Medical Group Clinic Foundation, Inc.*


Syed Ali


Milton Brown


Dipti Mehta


Khizar Shaukat


Ronniel Mercado



Masood Khan

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DIVISION OF CORPORATIONS

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**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Jarrod M. Scharber agree to be the registered agent for *Pioneer Medical Group Clinic Foundation, Inc.* as appointed herein.



Jarrod M. Scharber, Registered Agent
August 24, 2016