

N 16000010187

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

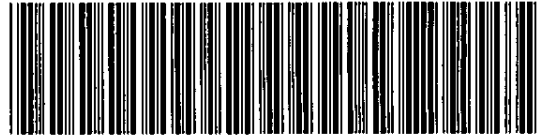
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000291011850

FILED
16 OCT 18 PM 9 13

RECEIVED
16 OCT 18 PM 4:43
Suffolk County Clerk's Office

C. GOLDEN

OCT 19 2016

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 337367 7201231

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 78.75

ORDER DATE : October 18, 2016

ORDER TIME : 3:54 PM

ORDER NO. : 337367-005

CUSTOMER NO: 7201231

DOMESTIC FILING

NAME: NORTHWEST COMMUNITY HEALTH
CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: _____

FILED
16 OCT 18 AM 9 13

FILED

**ARTICLES OF INCORPORATION
OF
NORTHWEST COMMUNITY HEALTH CENTER, INC.
(A Florida Not-For-Profit Corporation)**

16 OCT 18 AM 9:13

CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

ARTICLE I - NAME

The name of this corporation shall be Northwest Community Health Center, Inc. (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

409 N. Rosemary Avenue
West Palm Beach, FL 33401

ARTICLE III - Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article IV hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article IV hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article IV hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article IV hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article IV hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article IV hereof.

ARTICLE IV - PURPOSE

The Corporation is a non-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and for the purpose of the construction and management of a healthcare center located in the historic Northwest Community of West Palm Beach, FL and for the purpose of engaging in any lawful act or activity not for pecuniary profit associated with or connected to constructing and managing a healthcare center which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the Corporation's initial registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301; and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

ARTICLE VI - DURATION

The Corporation shall have perpetual existence.

ARTICLE VII - MEMBERSHIP

The Board of Directors may establish membership in the Corporation and the rights and powers of the members at its discretion.

ARTICLE VIII - BYLAW AMENDMENT

In furtherance and not in limitation of the powers conferred by the laws of Florida, each member of the Board of Directors is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The Directors of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement than is required by law.

ARTICLE IX - KEEPING OF BOOKS

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE X - BOARD OF DIRECTORS

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the

Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

ARTICLE XI – INITIAL BOARD OF DIRECTORS

The number constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Ronald Davis	500 S. Australian Ave., Suite 618 West Palm Beach, FL 33401
Harold Ford, Jr.	944 South Military Trail West Palm Beach, FL 33415
Phillip H. Hutchinson	777 South Flagler Drive, Suite 300E West Palm Beach, FL 33411

ARTICLE XII - INCORPORATOR

The name and address of the sole incorporator is Phillip H. Hutchinson, 777 South Flagler Drive, Suite 300E, West Palm Beach, FL 33411.

ARTICLE XIII - INDEMNIFICATION

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XIV - DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XV - LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 V hereof.

B. No 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 or in opposition to any candidate for public office or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

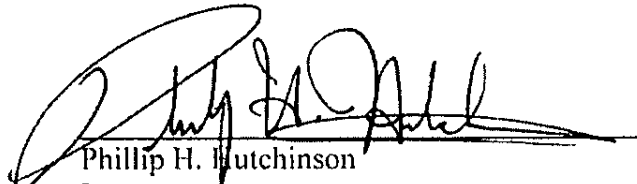
D. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

E. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE XVI - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto.

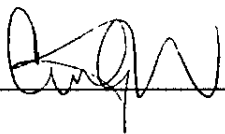
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of October, 2016.


Phillip H. Hutchinson
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 18th day of October, 2016.



Courtney Williams
Asst. Vice President

FILED
16 OCT 18 PM 9:13
CLERK OF COURT
JULIA A. HARRIS