

3/20/2019

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000094153 3)))



H190000941533ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : BARKER WILLIAMS, PLLC
Account Number : I20170000030
Phone : (850)308-7033
Fax Number : (850)308-7115

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: acoleman@hillcolemancpa.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
POINT WASHINGTON MEDICAL CLINIC INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

RECEIVED

2019 MAR 20 PM 2:43

SECRET
TALLAHASSEE, FL

MAR 21 2019

S. YOUNG

Electronic Filing Menu

Corporate Filing Menu

Help

**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POINT WASHINGTON MEDICAL CLINIC INC.**

Pursuant to the provisions of *Section 617.1007* of the Florida Not For Profit Corporation Act, the undersigned authorized representative of Point Washington Medical Clinic Inc. (the "Corporation"), hereby certifies that:

- FIRST: The name of the corporation is Point Washington Medical Clinic Inc. and was filed with the Florida Department of State on July 2, 2018, effective July 1, 2018, and assigned Document Number N18000007256.
- SECOND: The Board of Directors of the Corporation approved and adopted these Amended and Restated Articles of Incorporation on the 18th day of March 2019. There are no members entitled to vote on these Amended and Restated Articles of Incorporation.
- THIRD: These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and any amendments thereto.

POINT WASHINGTON MEDICAL CLINIC INC.
A Florida corporation not for profit

By: _____

Hillary Glenn, Director

FILED
19 MAR 20 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POINT WASHINGTON MEDICAL CLINIC INC.**

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

Article I Name

The name of the corporation shall be Point Washington Medical Clinic Inc. (the "Corporation").

Article II Principal Office

The principal mailing and street address of the Corporation is 1290 N. County Highway 395, Santa Rosa Beach, FL 32459.

Article III Purpose

The corporation is organized exclusively for charitable, religious, and educational purpose, 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 the corresponding section of any future federal tax code.

The Corporation shall exist to provide high quality primary health care regardless of the patient's means or access through a free clinic model of low-cost, volunteer-driven medical care, and to offer education on disease prevention and healthy living.

Article IV Manner of Election

The manner in which directors are elected or appointed is provided in the bylaws of the Corporation.

Article V Directors and/or Officers

The number of directors shall be eight (8), and are listed herewith as follows:

Name	Title	Address
Hillary Glenn, DNP, FNP, DC	President, Executive Director	1290 N. County Highway 395, Santa Rosa Beach, FL 32459
Patsy Vargo	Vice President, Director	1290 N. County Highway 395, Santa Rosa Beach, FL 32459
Philip Justiss	Treasurer, Director	1290 N. County Highway 395, Santa Rosa Beach, FL 32459
Jacqueline Ward	Director	1290 N. County Highway 395, Santa Rosa Beach, FL 32459

Leigh Taub	Director	1290 N. County Highway 395, Santa Rosa Beach, FL 32459
Shannon Kramolis	Director	1290 N. County Highway 395, Santa Rosa Beach, FL 32459
Josh Trapp	Director	1290 N. County Highway 395, Santa Rosa Beach, FL 32459
Mark McDavid	Director	1290 N. County Highway 395, Santa Rosa Beach, FL 32459

Article VI Limitations

No part of the net earnings of the Corporation 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 Article III hereof.

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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this 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, or the corresponding section of any future federal tax code, or (b) 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 VII Dedication of Assets

Upon dissolution, termination, or winding up of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization, as said court shall determine, which are organized and operated exclusively for such purposes.

Article VIII Registered Agent and Street Address

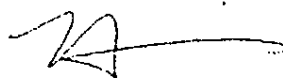
The name and street address of the registered agent is:

Hill Coleman LLC, 12805 US Highway 98 East, Suite B202, Inlet Beach, FL 32459.

Article IX

The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendment hereto.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization on the date set forth below.



Hillary Glenn
President & Executive Director

Date: 3/19/19