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FLORIDA PROFIT/NON PROFIT CORPORATION
Jacksonville OBGYN Society, Inc.

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**ARTICLES OF INCORPORATION
FOR
JACKSONVILLE OBGYN SOCIETY, INC.**

The undersigned, for the purpose of forming a not-for-profit Corporation in the state of Florida hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Jacksonville OBGYN Society, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is 3627 University Boulevard S., Suite 340, Jacksonville, Florida 32216. The mailing address of the Corporation is 3627 University Boulevard S., Suite 340, Jacksonville, Florida 32216.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of the filing of these Articles of Incorporation.

**ARTICLE IV
PURPOSE**

The Corporation is organized and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the "Code"). The Corporation is organized for the following purposes: (i) to promote the relationships between OBGYN physicians located in and around Jacksonville, Florida; (ii) to promote the general advancement and enhance the education of OBGYN physicians located in and around Jacksonville, Florida in order to improve their ability to provide outstanding medical care in the community; (iii) to help provide solutions to problems that the OBGYN physicians located in and around Jacksonville, Florida experience individually, or as a group, that impact their ability to care for their patients; and (iv) to engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein or by the Code.

**ARTICLE V
BOARD OF DIRECTORS**

SECTION 1. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

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SECTION 2. The Board shall at all times consist of at least three (3) directors, and may have such additional directors as provided in the Bylaws of the Corporation.

SECTION 3. The method of electing directors shall be set forth in the Bylaws of the Corporation.

SECTION 4. The names and mailing addresses of the persons who shall serve as the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Daniel McDyer, M.D.	1366 Windsor Harbor Dr., Jacksonville, FL 32225
Christina Adams, M.D.	1361 13th Ave South, Suite 190, Jacksonville Beach, FL 32250
Deanna McCullough, M.D.	4492 Hunterston Lane, Jacksonville, FL 32224

ARTICLE VI MEMBERSHIP

The Corporation shall have members. Members shall have the right to vote as set forth in the Bylaws.

ARTICLE VII ACTIVITIES; LIMITATIONS

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 above. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for 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 or organizations as said court shall determine which are organized and operated exclusively for such purposes.

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**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered agent and office of the Corporation is 3627 University Boulevard S., Suite 340, Jacksonville, Florida 32216, and the name of the initial registered agent is Daniel McDyer, M.D.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is:

Daniel McDyer, M.D.
3627 University Boulevard S., Suite 340
Jacksonville, Florida 32216


**ARTICLE XI
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto upon the majority vote of the Directors.

These Articles of Incorporation were unanimously approved by the Board of Directors by written consent dated September 4, 2018.

The undersigned, being the incorporator hereinafter named for the purpose of forming a Corporation to do business in the State of Florida, does make, subscribe, acknowledge, and file these Articles of Incorporation and hereby declares and certifies that the facts herein stated are true this 4 day of September, 2018.

Dated: September 4, 2018


Daniel McDyer, M.D., Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, and 617.0501, Florida Statutes, the following is submitted:

Jacksonville OBGYN Society, Inc., desiring to organize or qualify as a as a not-for-profit corporation under the laws of the State of Florida hereby designates Daniel McDyer, M.D. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 3627 University Boulevard S., Suite 340, Jacksonville, Florida 32216.

September 4, 2018

JACKSONVILLE OBGYN SOCIETY, INC.

By: 

Daniel McDyer, M.D., President

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

September 4, 2018



Daniel McDyer, M.D.