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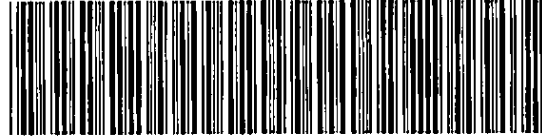
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2018 OCT 25 AM 9:46
FILED
TALLAHASSEE, FL 32301
SUSAN L. HARRIS
CLERK

OCT 29 2018

K. Brumley



September 27, 2018

Via U.S. Mail

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

Re: Filing Articles of Incorporation

Dear Sir or Madam:

Enclosed are proposed Articles of Incorporation and check number 1315 for \$70.00 made payable to the Florida Division of Corporations. Please file the Articles of Incorporation and return the filed document to this Firm in the enclosed envelope. Please do not hesitate to contact me with any questions or concerns.

Sincerely,

s/Gregory D. Snell

Gregory D. Snell, Esquire

Enclosures



ARTICLES OF INCORPORATION

VCMS Medical Education Foundation, Inc.

The undersigned incorporators hereby form a not for profit corporation in compliance with Chapter 617, Florida Statutes:

ARTICLE I – NAME

The name of the corporation will be VCMS Medical Education Foundation, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal street address of the corporation will be 303 N. Clyde Morris Boulevard, Daytona Beach, Florida 32114 and the mailing address of the corporation will be P. O. Box 9595, Daytona Beach, Florida 32120.

ARTICLE III – PURPOSE

VCMS Medical Education Foundation, Inc. is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code", which each reference to a section of the Code to include the corresponding provisions of any future federal internal revenue laws), 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. By way of example, and not limitation, VCMS Medical Education Foundation, Inc.'s purposes include to:

- a) Provide, encourage and support medical and health education for its members and the general public;
- b) Establish, conduct and manage research programs of any nature for the advancement of the knowledge of the science of medicine, health habits, health care delivery and health promotional methods, both for its own members and the public;
- c) Obtain the services of educators, medical doctors, research specialists and other authorities in the science of medicine and health to engage in lectures, research, teaching and demonstrations on the subject of medicine and health care delivery;
- d) Grant scholarship gifts and otherwise render assistance to students attending medical school or engaged in advanced studies in medicine, health care and related fields; and to carry on such related activities that are permitted for corporations not for profit under the laws of the State of Florida and which are exempt from Federal income tax under section 501(c)(3) of the United States Internal Revenue Code of 1986 or the corresponding provisions of any future United States law.

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OCT 25 AM 9:46
TALAHUE COUNTY, FLA.
SECRETARY OF STATE

ARTICLE IV – MANNER OF APPOINTMENT

The initial directors of VCMS Medical Education Foundation, Inc. will be appointed as follows:

Initial Directors as set forth in Article V hereof, are appointed by Volusia County Medical Society Inc. Additional Directors may be appointed by majority vote of the directors of Volusia County Medical Society Inc. All other matters pertaining to Directors, including number, qualifications, terms, groups, eligibility, and appointments will be prescribed by Volusia County Medical Society Inc. in accordance with the Bylaws of VCMS Medical Education Foundation, Inc. ("Bylaws").

The Board of Directors will adopt the initial Bylaws. Bylaws may only be amended upon the affirmative vote of two-thirds (2/3) of all the directors of Volusia County Medical Society Inc.

The management of the business and the conduct of the affairs of the corporation are vested in its Board of Directors. Except as otherwise provided in these Articles of Incorporation ("Articles"), each Director of VCMS Medical Education Foundation, Inc. is entitled to one vote per Director on all matters voted or acted upon by the Board of Directors.

ARTICLE V – INITIAL OFFICERS & DIRECTORS

The initial Officers and Directors are:

NAME:	ADDRESS:
Dr. Stephen Sevigny President	1673 Mason Avenue, Suite 305 Daytona Beach, Florida 32117
Dr. Andria Klioze Secretary	551 National Health Care Drive Daytona Beach, Florida 32114
Dr. Tina Tso Treasurer	320 N. Clyde Morris Boulevard Daytona Beach, Florida 32114
Dr. Andrew Gamenthaler Vice President	1890 LPGA Boulevard, Suite 250 Daytona Beach, Florida 32117
Dr. Steven Miles Director	1673 Mason Avenue, Suite 305 Daytona Beach, Florida 32117
Dr. Floyd Kushner Director	303 N. Clyde Morris Boulevard Daytona Beach, Florida 32114

ARTICLE VI – REGISTERED OFFICE AND AGENT

The name of the initial registered agent is Volusia County Medical Society Inc. The initial registered office of VCMS Medical Education Foundation, Inc. is located at 303 N. Clyde Morris Boulevard, Daytona Beach, Florida 32114.

Having been named as registered agent to accept services 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.



Dr. Stephen Seigny, for Volusia County Medical Society Inc.

ARTICLE VII – EFFECTIVE DATE

The effective date for VCMS Medical Education Foundation, Inc. will be the date of filing.

ARTICLE VIII – POWERS AND RESTRICTIONS

VCMS Medical Education Foundation, Inc. is organized as a corporation not for profit and will not issue shares of stock, will not pay dividends, and no part of the assets or net earnings of VCMS Medical Education Foundation, Inc. will inure to the private benefit of any director, officer, or other individual. Notwithstanding the foregoing, VCMS Medical Education Foundation, Inc. may pay compensation in a reasonable amount to its agents or employees for services rendered.

VCMS Medical Education Foundation, Inc. will not make any distribution upon dissolution or final liquidation except as provided herein. VCMS Medical Education Foundation, Inc. is organized and will be operated as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"), and it may engage only in activities that may be carried on by a corporation exempt from federal income taxation.

No substantial part of the activities of VCMS Medical Education Foundation, Inc. will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation will 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, VCMS Medical Education Foundation, Inc. will not carry on any other activities not permitted to be carried on (i) 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 (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 IX – MEMBERS

Members of Volusia County Medical Society, Inc. are eligible to apply for membership to VCMS Medical Education Foundation, Inc.

ARTICLE X – DISSOLUTION

In the event of dissolution of VCMS Medical Education Foundation, Inc., assets will 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 will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction of the city or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court will determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – LIMIT ON LIABILITY AND INDEMNIFICATION

VCMS Medical Education Foundation, Inc. will indemnify and hold harmless each of its Directors, Officers, employees, and agents (and his or her executor, personal representative, and heirs), whether or not then in office, who were or are a party or are threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (including an action or suit by or in the right of VCMS Medical Education Foundation, Inc.) by reason of the fact that the person is or was a Director, Officer, employee or agent of VCMS Medical Education Foundation, Inc., against expenses (including all attorneys' fees), judgments, fines and amounts paid in settlement incurred by the person in connection with such action, suit or proceeding, unless there is a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. All attorneys' fees and costs will be reimbursed immediately by VCMS Medical Education Foundation, Inc. as they are incurred by such person, and promptly will be repaid to VCMS Medical Education Foundation, Inc. only upon a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. The right to indemnification is set forth in these Articles is in addition to and not exclusive of, all other rights to which such Director, Officer, employee or agent may be entitled, including but not limited to any rights under policies of insurance that may be purchased and maintained by VCMS Medical Education Foundation, Inc.

ARTICLE XII - AMENDMENTS

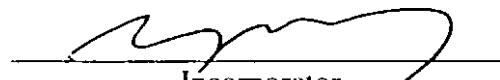
These Articles may be amended under the provisions of the Florida Statutes, except that no amendment may authorize VCMS Medical Education Foundation, Inc.'s Directors to conduct the affairs of the corporation in any manner or for any purpose contrary to the provisions of the Code section 501(c)(3).

ARTICLE XIII- INCORPORATOR

The name and address of the Incorporator is as follows:

Dr. Stephen Sevigny
1673 Mason Avenue
Suite 305
Daytona Beach, Florida 32117

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 Section 817.155, Florida Statutes.



Incorporator
Dr. Stephen Sevigny