

# N190000021

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## FLORIDA PROFIT/NON PROFIT CORPORATION PRMC MEDICAL STAFF, INC.

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## COVER LETTER (((H19000067687 3)))

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

SUBJECT: PRMC MEDICAL STAFF, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

*paid via  
Sunbiz*

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: JOSEPH RUGG

Name (Printed or typed)

JOHNSON POPE -- 401 E JACKSON ST, STE 3100

Address

TAMPA, FLORIDA 33602

City, State & Zip

813-501-3574

Daytime Telephone number

JOER@JPFIRM.COM

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

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**ARTICLES OF INCORPORATION  
OF  
PRMC MEDICAL STAFF, INC.**

The undersigned, acting as incorporator of a Corporation Not for Profit under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I**

**Name**

The name of the Corporation is **PRMC MEDICAL STAFF, INC.**

**ARTICLE II**

**Purposes**

The Corporation is organized and will be operated exclusively as an association of persons having the common business interest of promoting the interests of its physician members who practice in the market area of the Physicians Regional Healthcare System (the "Healthcare System"), which includes Naples and the Greater Southwest Florida area (the "Market Area"), in connection with their membership on the Medical Staff of Physicians Regional Medical Center ("Medical Staff") and their business of providing healthcare services to patients in the Market Area and elsewhere, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of the Treasury Regulations applicable thereto (collectively, the "Code," including any successor or replacement statute).

The Corporation's purposes will include the following:

- Promoting the professional independence of its members and the orderly effectuation of the self-governance of the Medical Staff and the discharging of its responsibilities in matters involving peer review, patient safety, and quality of care matters;
- Undertaking programs to improve the quality of the medical care provided by the members to the public and establishing high standards of excellence;
- Representing its members before the Healthcare System in order to protect their professional and business interests;
- Assisting and advising its members regarding the Healthcare System, Medical Staff membership and privileges, and the bylaws and regulations of the Medical Staff as approved by the Healthcare System; meeting with Healthcare System officials and other persons in relation to the foregoing;
- Holding periodic meetings and educational programs for its members;
- Improving the business conditions in the Market Area relating to the practice of medicine;
- Investing in, receiving, holding, using, and disposing of all property, real or personal, as may be necessary or desirable to carry into effect these purposes
- establishing, developing, sponsoring, promoting, and conducting educational programs, peer review, management services, and other activities, all in promotion and support of the interests' and purposes of the Corporation as described in this Article; and

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- Doing such other things as are incidental to the purposes of the Corporation or necessary & desirable in order to accomplish them.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation is not organized for profit, will not engage in a regular business of a kind ordinarily carried on for profit, and its primary activity will not consist of performing particular services for individual persons.

The Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Code Section 501(c)(6).

### ARTICLE III

#### Powers

The Corporation will have all powers conferred upon nonprofit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but will exercise such powers only in fulfillment of its above-stated purposes.

No dividends will be paid and no part of the net earnings of the Corporation will inure to the benefit of any member or private individual within the meaning of Code Section 501(c)(6).

### ARTICLE IV

#### Members

The Corporation will have members and will be supported primarily by its members. The initial members shall be those persons who are currently members of the Medical Staff as specified by the Bylaws of the Corporation. All matters with respect to its members, including the qualifications of members and the manner of admission of new members shall be as specified in the Bylaws of the Corporation, as may be amended from time to time.

### ARTICLE V

#### Board of Directors and Officers

The affairs of the Corporation will be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors will be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office will be as provided in the Bylaws, but the number of Directors will not be less than three (3). The initial members of the Board of Directors are as follows:

Hunter Brown, M.D.

Attention: Medical Staff Office  
6101 Pine Ridge Road  
Naples, Florida 34119

Argyrios Tzilinis, M.D.

Attention: Medical Staff Office  
6101 Pine Ridge Road  
Naples, Florida 34119

Myles Alpert, M.D.

Attention: Medical Staff Office  
6101 Pine Ridge Road  
Naples, Florida 34119

Hunter Brown, M.D. shall serve as President of the Corporation.

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Each director and officer of the Corporation shall until his successor has been duly elected and qualified or until his earlier death, resignation, or removal, as provided in the Bylaws of the Corporation

ARTICLE VI  
Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in Chapter 617, Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation will be declared or paid to any private individual, but the net assets of the Corporation will be distributed as follows:

(1) All liabilities and obligations of the Corporation will be paid, satisfied and discharged, or adequate provision will be made therefor;

(2) Remaining assets will be distributed to one or more organizations described in Code Section 501(c)(3), 501(c)(4), or 501(c)(6), or to a governmental unit referred to in Code Section 170(c)(1) exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions will be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to one or more organizations described in Code Section 501(c)(3), 501(c)(4), or 501(c)(6), or to a governmental unit referred to in Code Section 170(c)(1) exclusively for public purposes, as such court will determine.

ARTICLE VII  
Amendment

These Articles may be amended in the manner now or hereafter provided in Chapter 617 of the Florida Statutes.

ARTICLE VIII  
Miscellaneous

Principal Office and Mailing Address. The address of the principal office of the Corporation and its mailing address will be Attention: Medical Staff Office, 6101 Pine Ridge Road, Naples, Florida 34119.

Registered Agent. The name and street address of the initial registered agent of the Corporation is Hunter Brown, M.D., Medical Staff Office, 6101 Pine Ridge Road, Naples, Florida 34119.

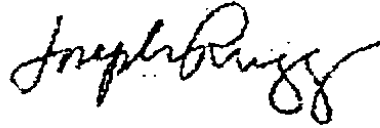
Incorporator. The name and address of the incorporator is Joseph Rugg, Johnson, Pope, Bokor, Ruppel & Burns, LLP, 401 East Jackson Street, Suite 3100, Tampa, Florida 33602.

Effective Date and Duration. The Corporation will be effective for all purposes upon the filing of these Articles of Incorporation, and will thereafter have perpetual existence.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

EXECUTED this 21<sup>st</sup> day of February, 2019.



JOSEPH RUGG, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Having been appointed the registered agent of PRMC MEDICAL STAFF, INC., the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations set forth in the Florida Statutes.

EXECUTED this 26<sup>th</sup> day of February, 2019

  
HUNTER BROWN, M.D.