

N19000005 710

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

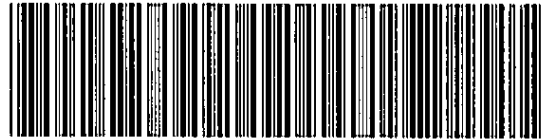
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200329393552

05/20/19--01062--023 **70.00

19 MAY 20 PM 4:13
MASSACHUSETTS
SECRETARY OF STATE

D O'KEEFE
MAY 31 2019

COVER LETTER

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

SUBJECT: St. Mary Medical Center, 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

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Roxanne Ghobrial

Name (Printed or typed)

Two Riverway, Suite 1770

Address

Houston, Tx 77056

City, State & Zip

713 800 6800

Daytime Telephone number

Roxanne@GhobrialLaw.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
OF
ST. MARY MEDICAL CENTER, INC.

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of ST. MARY MEDICAL CENTER, INC. (referred to as the "Corporation") under the Florida Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE 1
NAME

The name of the Corporation is ST. MARY MEDICAL CENTER, INC.

ARTICLE 2
NON PROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to one or more of the Coptic Orthodox medical clinics in the Coptic Orthodox Patriarchate - Diocese of Southern United States, organized and operated exclusively for medical and charitable purposes and qualifying as exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Florida franchise tax. If upon dissolution no Coptic Orthodox medical clinic exists, the Corporation's assets shall be distributed pursuant to the Uniform By-Laws of the Coptic Orthodox Medical Clinics in the Coptic Orthodox Diocese of the Southern United States.

ARTICLE 3
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4
PURPOSES

The purposes for which the Corporation is organized are to perform medical and charitable activities within the meaning of Internal Revenue Code and the Florida Tax Code. The Corporation shall be governed by the Uniform By-Laws of the Coptic Orthodox Medical Clinics in the Coptic Orthodox Diocese of the Southern United States and the Uniform By-Laws of the Coptic Churches in North America.

ARTICLE 5 POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Florida Business Organizations Statute. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation shall have no power to take any action prohibited by the Florida Business Organizations Statute.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code.

ARTICLE 7 MEMBERSHIP

The Corporation shall have no members.

ARTICLE 8 REGISTERED OFFICE AND AGENT

The street address of the registered office and principal office of the Corporation is 1980 N. CR 426, Oviedo, Florida 32765. The name of the registered agent at this office is Father Shenouda Kalleeny.

ARTICLE 9 BOARD OF TRUSTEES

The Corporation shall be governed by a Board of Trustees consisting of no less than three members. The Bishop of the Coptic Orthodox Patriarchate - Diocese of Southern United States and his successors in office, shall, by virtue of this office, be a Trustee of this Corporation. Two or more persons selected by the Bishop of the Coptic Orthodox Patriarchate - Diocese of Southern United States shall also be trustees of this Corporation, and the Bishop of the Coptic Orthodox Patriarchate - Diocese of Southern United States and the other such persons shall together constitute the Board of Trustees thereof. The Trustees of ST. MARY MEDICAL CENTER, INC. shall exercise their powers in accordance with the rules, statutes, regulations and usages of the Coptic Church of Alexandria adopted by Synodical Committee for the Coptic Churches in Immigration, provided, however, that no act or proceeding of the Trustees of this Corporation shall be valid without the approval of the Bishop of the Coptic Orthodox

Patriarchate – Diocese of Southern United States in which the corporation is located, or, in case of his absence or inability to act, without the approval of the Vicar of such Diocese or Archdiocese and in addition to the Trustees, this provision includes officers and any other individual or group of individuals claiming to act on behalf of ST. MARY MEDICAL CENTER, INC. The number of Trustees may be increased or decreased by adoption or amendment of bylaws. The Board of Trustees shall consist of the following persons at the following addresses:

| Name of Trustee | Address |
|---|---|
| H G Bishop Youssef | P.O. Box 1005, Colleyville, Texas 76034 |
| Joseph G. Guirguis, aka Bishop Basil | 4951 S. Washington Ave, Titusville, Florida 32780 |
| Father Shenouda Kalleeny | 1980 N. CR 426, Oviedo, Florida 32765 |
| Ramy Ibrahim, M.D. | 3304 Sennett Circle, Oxford, Florida 34484 |

ARTICLE 10 MANAGEMENT AND ADMINISTRATION OF BOARD OF DIRECTORS

The Board of Trustees shall appoint and renew the board of directors pursuant to the bylaws of the corporation and the board of directors shall consist of a minimum of one physician licensed in the state of Florida. The management and administration of the board of directors shall be consistent with the statutes and regulations of the state of Florida.

The Corporation shall take no action(s) contrary to the rules, statutes, regulations and usages of the Coptic Orthodox Church of Alexandria adopted by the Synodical Committee for the Coptic Orthodox Churches in Immigration, or contrary to the policies of the Bishop of the Coptic Orthodox Diocese of the Southern United States.

ARTICLE 11 LIMITATION ON LIABILITY OF TRUSTEES

A Trustee is not liable to the Corporation for monetary damages for an act or omission in the Trustee's capacity as Trustee except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 12 INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Trustee or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Trustees shall have the

power to define the requirements and limitations for the Corporation to indemnify Trustees, officers, or others related to the Corporation.


ARTICLE 13 CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Execution

The undersigned, Father Shenouda Kalleeny, affirms that the person designated as registered agent in the Articles of Incorporation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

ST. MARY MEDICAL CENTER, INC.



Father Shenouda Kalleeny, registered agent and original incorporator of ST. MARY MEDICAL CENTER, INC., 1980 N. CR 426, Oviedo, Florida 32765

1980 N. CR 426
Oviedo, Florida 32765