

2/7/2020

Division of Corporations

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
CHCP Real Estate Holding Company, Inc.

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ARTICLES OF INCORPORATION
OF
CHCP REAL ESTATE HOLDING COMPANY, INC.

The undersigned, being a natural person of the age of eighteen years or more and a citizen of the United States, for the purpose of forming a corporation under the "Florida Not For Profit Corporation Act," Chapter 617 of the Florida Statutes, as amended, and any successor provision thereto (the "Act"), does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is CHCP Real Estate Holding Company, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL AND MAILING ADDRESS

The address of the principal office of the Corporation in the State of Florida is 14100 58th Street North, Clearwater, Florida 33760.

ARTICLE III
PURPOSES

The Corporation is a corporation not for profit within the meaning of Section 617.0301 of the Act.

The purpose or purposes for which this Corporation is organized are:

1. The Corporation is organized and shall be operated as a not-for-profit corporation exclusively for purposes that are described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States revenue law (the "Code").

2. The Corporation also shall be organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of Community Health Centers of Pinellas, Inc., a Florida not for profit corporation (the "Supported Organization"), so long as the Supported Organization is recognized by the Internal Revenue Service as being described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code.

3. In the event the Supported Organization is no longer in existence or is no longer recognized by the Internal Revenue Service as being an organization described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, then the Board of Directors shall cause the Corporation to become a supporting organization, under Section 509(a)(3) of the Code, of such other organization or organizations whose purposes are substantially

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similar to those for which the Supported Organization is organized and which are recognized by the Internal Revenue Service as being described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, or shall cause the Corporation to operate so as to qualify as an organization described under either Section 509(a)(1) or Section 509(a)(2) of the Code, as the Board of Directors of the Corporation shall determine in its sole discretion.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation or any Bylaws of the Corporation:

a. The Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code).

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 above.

c. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code) 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.

d. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or (ii) by a corporation eligible to receive deductible contributions under Section 170(c)(2) of the Code.

Without limiting the generality of the foregoing, this Corporation shall have all the powers, privileges and rights necessary or convenient for carrying out the purposes for which the Corporation is formed. Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(3) of the Code. In furtherance of its permitted purposes, the Corporation may exercise any, all and every lawful power or activity which a corporation organized under the Act may exercise or transact.

ARTICLE IV BOARD OF DIRECTORS

The number of directors to constitute the initial Board of Directors shall be five (5). The number of directors to constitute all subsequent Boards of Directors shall be specified or fixed in accordance with the Bylaws, provided that in no event shall such number be less than three (3). The incorporator shall designate the individuals who are to serve on the initial Board of Directors. Thereafter, the directors of the Corporation shall be appointed by the Supported Organization in the manner set forth in the Bylaws.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of the Corporation in the State of Florida shall be at 14100 58th Street North, Clearwater, Florida 33760, and the name of its registered agent shall be William P. Dillon, Esq., The Gunster Firm, 215 S. Monroe Street, Suite 601, Tallahassee, Florida 32301.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is: Elodie Dorso, 14100 58th Street North, Clearwater, Florida 33760.

ARTICLE VII
NO MEMBERS

The Corporation shall not have members within the meaning of Section 617.0601 of the Act.

ARTICLE VIII
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IX
DISSOLUTION

Upon dissolution or liquidation of the Corporation, the Board of Directors of the Corporation shall dispose of all remaining assets of the Corporation after paying or making provision for the payment of all of the liabilities of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in accordance with such requirements) exclusively for the purposes of the Corporation by transferring such assets to the Supported Organization; provided, however, that if, on the date of such proposed distribution, the Supported Organization no longer exists or is not recognized by the Internal Revenue Service as an organization described in Section 501(c)(3) of the Code, then in such event, the assets of the Corporation, upon its dissolution and liquidation, shall be transferred, conveyed and distributed to such other organization or organizations whose purposes are substantially similar to those for which the Corporation is organized and which at the time of such distribution are described in Section 501(c)(3) of the Code and exempt from tax under Section 501(a) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such tax-exempt organization or organizations described in Section 501(c)(3) of the Code and exempt from tax under Section 501(a) of the Code, as said court shall determine.

ARTICLE X INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party to any pending or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, including any appeal thereof, and whether or not by or in the right of the Corporation (collectively, a "Proceeding") by reason of the fact that such person was or is a Director, officer, employee, member of any community advisory committees that may be convened from time-to-time, or agent of the Corporation, or was or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise (including service with respect to employee benefit plans), against any liability, expenses (including reasonable attorneys fees and court costs), fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such Proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in; or not opposed to, the best interests of the Corporation and, with respect to any criminal Proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Right Not Exclusive. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such indemnified person may be entitled.

Nature and Extent of Rights. The provisions of this Article X shall be deemed to be a contract right while this Article X is in effect and each such person shall be deemed to be so serving in reliance on the provisions of this Article X. Any amendment or repeal of this Article X or adoption of any bylaw or provision in the Articles of Incorporation of the Corporation which has the effect of increasing the liability of any such person shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the amendment or repeal of this Article X, or adoption of such bylaw or provision. The right of indemnification provided herein shall continue as to a person who has ceased to be a Director, officer, employee or agent, or to serve in any capacity on behalf of the Corporation described above, and shall inure to the benefit of such person's heirs, executors and administrators.

Insurance. The Corporation shall purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article X.

ARTICLE XI AMENDMENTS

These Articles of Incorporation and the Bylaws of the Corporation may be altered, amended, modified or repealed, in whole or in part as follows: At any regular meeting of the Board, or at a special meeting of the Board, these Articles of Incorporation or the Bylaws may be amended, restated or repealed either in whole or in part by resolution of the Board and subject to

approval by the Supported Organization. No amendment, restatement or repeal of these Articles of Incorporation or the Bylaws shall be effective until and unless approved by the Supported Organization.

ARTICLE XII
EFFECTIVE DATE

These Articles of Incorporation shall be effective as of the date of their filing with the Division of Corporations of the Florida Department of State.

[SIGNATURES ON FOLLOWING PAGE.]

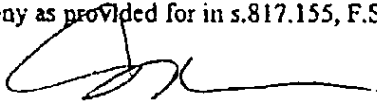
IN AFFIRMATION OF THE FACTS STATED ABOVE:

Having been named as registered agent to accept service 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.

By: 
Name: William Diller

Date: 2-7-2020

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 s.817.155, F.S.

By: 
Name: Elodie Dorso, Incorporator

Date: 2/3/2020