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April 27, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

NASON YEAGER

SUBJECT: HERNANDO PHYSICIAN ALLIANCE FOUNDATION, INC.
REF: W20000041158

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REGULATORY SPECIALIST II
TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

FAX Aud. #: H20000120735
Letter Number: 320A00008634

**ARTICLES OF INCORPORATION
OF
HERNANDO PHYSICIAN ALLIANCE FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a nonprofit corporation, organized solely for general charitable, religious educational, and scientific purposes pursuant to the Florida Corporations Not For Profit Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of the Corporation is:

HERNANDO PHYSICIAN ALLIANCE FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation is:

c/o Nason, Yeager, Gerson, Harris & Fumero, P.A.
3001 PGA Boulevard, Suite 305
Palm Beach Gardens, FL 33410

ARTICLE III

DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE IV

SPECIFIC AND GENERAL PURPOSES

The purpose of this organization is to support the common professional and business interests and improve the business conditions of the medical staff at the Bayfront Health Spring Hill Hospital (the "Hospital"), in its dealings with one another, with the surrounding community, and with the administration of the Hospital through (i) facilitation and provision of continuing medical education for the medical staff and other medical professionals and additional training for the medical staff of the Hospital, (ii) facilitation and provision of educational opportunities for the community surrounding the Hospital, (iii) organizing the medical staff to facilitate collaboration and communication on behalf of the medical staff of the Hospital in their cooperation with one another and their relationship with the surrounding community, (iv) supporting and assisting the medical staff in its dealings with the Hospital administration on matters related to the medical staff, and (v) such other means as are reasonably in furtherance of such purposes.

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TALLAHASSEE, FLORIDA

ARTICLE V
MEMBERSHIP

The Corporation may admit any person as a member of the Corporation upon such conditions and with such privileges as provided in the Bylaws or as approved by a resolution of the Board of Directors. Any member so admitted shall have no right to receive notice of, vote in, or otherwise participate in any meeting concerning the operations of the Corporation unless otherwise provided in the Bylaws.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The name, street address and city of the registered agent of the Corporation is as follows:

Richard Levenstein
3001 PGA Boulevard, Suite 305,
Palm Beach Gardens, FL 33410

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LAHASSEE, FLORIDA

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ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be no less than three, and shall otherwise be established and regulated by the Bylaws. Directors of the Corporation shall be elected in the manner provided in the Bylaws.

ARTICLE VIII
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

ARTICLE IX
EARNINGS AND ACTIVITIES OF THE CORPORATION

(A) 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 as set forth in Article IV hereof.

(B) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE X

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24th day of April, 2020.


Richard Levenstein, Incorporator
3001 PGA Blvd., Suite 305
Palm Beach Gardens, Florida 33410

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Richard Levenstein, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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