

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet
N20000005691

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H20000159212 3)))



H200001592123ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
Phone : (407) 843-8880
Fax Number : (407) 244-5690

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: WBoyles@gray-robinson.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Space Coast Health Centers, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

2020 MAY 23 PM 2:25
2020 MAY 28 PM 1:41
FALLASSIST

(((H20000159212 3)))

**ARTICLES OF INCORPORATION OF
SPACE COAST HEALTH CENTERS, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation shall be: SPACE COAST HEALTH CENTERS, INC. (the "Corporation"), a Florida not for profit corporation.

ARTICLE II – PURPOSES

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 of 1986, as amended. The Corporation's specific purposes include, but are not limited to:

- a) To establish and operate indefinitely a health center or centers, serving people in Florida, including, without limitation, those residing in the North Brevard County and surrounding area, and to render primary and ancillary health care and treatment services (including, but not limited to, primary care, family practice, internal medicine, pediatrics and obstetrics and gynecology) to individuals who are in need of such services.
- b) To solicit and receive grants, contracts and funds from federal, state and local government agencies, foundations or any other sources, to further the corporate purposes.
- c) To borrow money, enter into contracts, incur debts, issue notes and secure payment of the performances of its obligations and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation.
- d) To engage in any other activity undertaken to promote the purposes of the Corporation, which may be lawfully undertaken by the Corporation under Florida law.

In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under

(((H20000159212 3)))

Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No part of the net earnings of this Corporation shall inure to the benefit of any member, director, officer or employee of the Corporation or any private individual. No director, officer or employee of the Corporation or any private individual shall receive or be lawfully entitled to receive any pecuniary benefit of any kind, except reasonable compensation for services rendered on behalf of the Corporation in effecting one or more purposes of the Corporation. No director, officer or employee of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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 distributing of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director or trustee of the Corporation. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III -- POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV -- MEMBERS

This Corporation shall have no Members.

ARTICLE V -- TERM OF EXISTENCE

The Corporation shall have perpetual existence.

(((H20000159212 3)))

ARTICLE VI -- BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be nine (9); provided, however, that the number of directors (the "Directors") may be increased or decreased as provided for in the Corporation's Bylaws, but shall never be less than nine (9) nor more than twenty-five (25). The length of terms to be served, qualifications, number of Directors, composition of members of the Board of Directors and the manner of their election and removal shall be set forth in the Bylaws of this Corporation.

ARTICLE VII -- INITIAL DIRECTORS

The names and addresses of the persons who are to serve as Directors until the first election under these Articles of Incorporation are follows:

<u>Name</u>	<u>Address</u>
Herman A. Cole, Jr.	776 Florencia Circle Titusville, Florida 32780
Robert L. Jordan, Jr., C.M.	1750 Lakeside Drive Titusville, Florida 32780
Peggy Crooks	3430 Fox Lake Road Titusville, Florida 32780
Stanley Retz, CPA	1415 South Washington Avenue Titusville, Florida 32780
Billie Fitzgerald	880 Poinsettia Avenue Titusville, Florida 32796
Elizabeth Galfo, M.D.	1250-B Grumman Place Titusville, Florida 32780
Jerry L. Noffel	5630 Bob White Trail Mims, Florida 32754
Maureen Rupe	7185 Bright Avenue Port St. John, Florida 329276
Ashok C. Shah, M.D.	3808 South Hopkins Avenue Titusville, Florida 32780

ARTICLE VIII -- INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are duly elected and qualified in accordance with the Bylaws of the Corporation are as follows:

(((H20000159212 3)))

(((H20000159212 3)))

<u>Name</u>	<u>Office</u>
Herman A. Cole, Jr.	President
Robert L. Jordan, Jr., C.M.	Vice President
Peggy Crooks	Secretary
Stanley Retz, CPA	Treasurer

ARTICLE IX – BYLAWS

The initial Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded in accordance with the terms of the Bylaws, at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

ARTICLE X – AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI – DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder, whose primary market share of served individuals and principal office is located in North Brevard County, Florida and having a purpose similar to the purposes of this Corporation. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XII – REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the registered agent of this Corporation shall be:

William A. Boyles, Esq.

**ARTICLE XIII – CORPORATION’S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

(((H20000159212 3)))

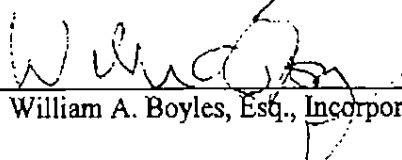
836 Century Medical Drive
Titusville, FL 32796

ARTICLE XIV -- INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

William A. Boyles, Esq.
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of May, 2020.

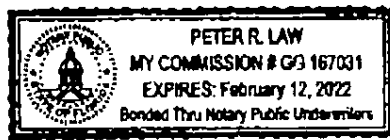


William A. Boyles, Esq., Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 28th day of May, 2020, by William A. Boyles, Incorporator, by means of physical presence or online notarization, and who is personally known to me or produced a Florida driver's license as identification and who did not take an oath.

(Affix Notary Seal)



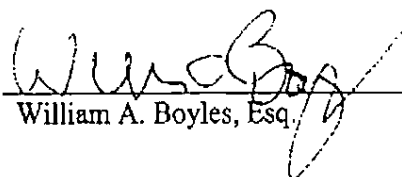


NOTARY PUBLIC, State of Florida

Print Name: Peter R. Law
My commission expires: 2/12/2022

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.



William A. Boyles, Esq.

TALLAHASSEE
2020 MAY 26 3 30 PM

(((H20000159212 3)))