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FLORIDA PROFIT/NON PROFIT CORPORATION

Largo Hospital Medical Staff Fund, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
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**ARTICLES OF INCORPORATION
OF
LARGO HOSPITAL MEDICAL STAFF FUND, INC.**

Pursuant to the Florida Not for Profit Corporation Act, Section 617.01011, *et. seq.* (the "*Florida Act*"), and to comply with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("*Section 501(c)(6)*"), the undersigned Incorporator of the referenced corporation (the "*Corporation*") does hereby acknowledge and state that these Articles of Incorporation (these "*Articles*") are filed for the purpose of creating and organizing a Florida not-for-profit corporation, as follows:

ARTICLE I – NAME

The name of the Corporation is Largo Hospital Medical Staff Fund, Inc., principally located at 201 14th Street SW, Largo, Florida 33770.

ARTICLE II – REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of the Corporation is Chestnut Business Services, LLC. The street address of the initial registered office is 311 Park Place Blvd, Suite 300, Clearwater, Florida 33759. Attached hereto as **Exhibit A** is the initial registered agent's written acceptance of appointment as a registered agent.

ARTICLE III – PURPOSES

The Corporation is organized exclusively for the following purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). The principal purpose of the Corporation shall be to support and promote the common economic interests of the physicians and health care providers with respect to the practice of medicine and other healthcare-related fields at Largo Medical Center, Inc. d/b/a HCA Florida Largo Hospital in Largo, Florida (the "Hospital"), including (without limitation) improving the business work environment and conditions of such physicians and health care providers at the Hospital, making educational resources available to such physicians and health care providers, and fostering the growth and economic interests of the physicians and health care providers at the Hospital. Appropriate means to accomplish these purposes shall be determined by the Board of Directors. In no event will the Corporation engage in a regular business of a kind ordinarily carried on for profit.

**ARTICLE IV.
POWERS**

This Corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions. 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to

influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code) and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the 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 Code or the corresponding provisions of any future federal tax laws.

ARTICLE V.
DISSOLUTION

Upon termination, dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed exclusively to an organization which is exempt from federal income tax under Section 501(c)(6) of the Code and which has purposes similar to those of the Corporation, and if there is no such organization, then to any other organization which is exempt from federal income tax under Section 501(c)(7) or Section 501(c)(3) of the Code.

ARTICLE VI.
NO STOCK; NON-VOTING MEMBERS

This Corporation shall be organized on a nonstock basis and shall not issue shares of stock. This Corporation shall have non-voting members only, who shall pay dues and hold only those rights as set forth in the bylaws of this Corporation (the "Bylaws"). This Corporation shall not issue member certificates.

ARTICLE VII.
BOARD OF DIRECTORS

Control of the affairs of the Corporation shall initially be vested in the Board of Directors consisting of a minimum of three (3) directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) directors. New directors shall be elected to the Board of Directors, and vacancies on the Board of Directors shall be filled, as provided in the Bylaws. The Board of Directors may be organized into one (1) or more separate categories of directors as provided in the Bylaws.

ARTICLE VIII.
BYLAWS

The Board of Directors shall make, and shall have the power to amend or repeal, the Bylaws of the Corporation.

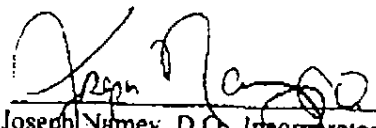
ARTICLE IX.
INDEMNIFICATION

Each director and each officer or former director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE X
INCORPORATOR

The name of the incorporator is Joseph Namey D.O. The incorporator's address is 201-14th Street SW, Largo, Florida 33770.

IN TESTIMONY WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of December 2024.

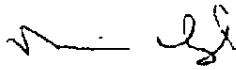

Joseph Namey, D.O., Incorporator

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EXHIBIT A

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.

Chestnut Business Services, LLC, a
Florida limited liability company



December 5, 2024

By: Michael A. Igel, Esq.
Title: Vice President
Required Signature of Registered Agent

2024 DEC -5 PM 12:41
STATE
FL

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