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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FLORIDA MEDICAL ASSOCIATION FOUNDATION, INC

DOCUMENT NUMBER: 1425064

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Heide Farmarco

(Name of Contact Person)

FMAA

(Firm/ Company)

123 S. Adams Street

(Address)

Tallahassee FL 32301

(City/ State and Zip Code)

For further information concerning this matter, please call:

Heide Farmarco

(Name of Contact Person)

at (850) 224 6496

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
06 NOV 13 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA MEDICAL ASSOCIATION ALLIANCE FOUNDATION
(Name of corporation as currently filed with the Florida Dept. of State)

N 25064
(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

PLEASE SEE ATTACHED

(Attach additional pages if necessary)
(continued)

**The FMA Alliance Foundation, Inc., Articles of Incorporation
Report of the Bylaws Committee 2006**

Subject: FMA Alliance Foundation, Inc. Articles of Incorporation

Presented by: Rita Seymore, Chair

Purpose: Amendment to FMA Alliance Foundation Articles of Incorporation

A review of the FMA Alliance Foundation, Inc. Articles of Incorporation determined the need to:

- **Amend by deletion Line 41 to 43.**

~~...provided, however, that a reasonable compensation may be paid to any member, officer, or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above...~~

- **Amend by deletion Executive Committee from Line 73 and 103.**

Therefore:

The Bylaws Committee moves that the FMA Alliance Foundation, Inc. Articles of Incorporation be amended as published.

The date of adoption of the amendment(s) was: 7-1-06

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Heide Formarco
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Heide Formarco
(Typed or printed name of person signing)

FMAA Executive Director
(Title of person signing)

FILING FEE: \$35

1 **FLORIDA MEDICAL ASSOCIATION ALLIANCE FOUNDATION**
2 **ARTICLES OF INCORPORATION**
3

4 The undersigned subscribers to these Articles of Incorporation hereby propose the corporation under
5 Chapter 617, F.S. of the corporation not-for-profit, and have to that purpose made, subscribed,
6 acknowledged and filed with the Secretary of State of Florida such Articles of Incorporation and
7 respectfully request approval thereof, setting forth hereinafter all information required by Statute.
8

9 **Article I – Name**
10

11 The name of this corporation shall be the Florida Medical Association Alliance Foundation, Inc. and its
12 initial office for the transaction of its affairs shall be Jacksonville, Duval County, Florida.
13

14 **Article II – Purpose**
15

16 This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida
17 Corporations Not-For-Profit law set forth in Chapter 617 of the Florida statutes. The general nature,
18 object, and purpose of the corporation shall be for all of the following purposes:
19

20 **Section 1.** To assist the Florida Medical Association Alliance, Inc., and the Florida Medical Association,
21 and their programs for the advancement of medicine and public health through philanthropic and
22 education programs conducted for betterment of the health needs of the people of Florida.
23

24 **Section 2.** To promote health education; to encourage participation of volunteers and activities that meet
25 health needs and to support health-related charitable endeavors.
26

27 **Section 3.** To receive and disburse gifts for the promotion of the objects and purposes of the corporation.
28

29 **Section 4.** To do all other acts and carry on and conduct all other activities necessary, suitable,
30 convenient, useful, expedient in connection with and incidental to the accomplishment of any other
31 purposes set forth herein to the full extent permitted by the laws of the State of Florida subject to the
32 restrictions set forth in Section 5 of this Article.
33

34 **Section 5.** Restrictions:
35

36 (a) Notwithstanding any other provision in these articles, all activities of the corporation shall be carried
37 on and all of the funds of the corporation, whether income or principal, and whether acquired by gift,
38 contribution, or otherwise, shall be used and abided exclusively for charitable, scientific, literary,
39 educational, or administrative purposes, and so that no part of the net earning of the corporation will in
40 any event inure to the personal benefit of any members, officer, or trustee of the corporation or to any
41 organization or individual, and further that organizations and individuals may benefit from grants,
42 scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary,
43 or educational purpose and in furtherance of the and purposes of the corporation.
44

45 (b) The corporation shall not engage otherwise that as an insubstantial part of its total activities, in
46 activities which in themselves are not in furtherance of one or more of the exempt purposes specified in
47 Section 501(C)(3) of the Internal Revenue Code of 1954 as amended: and no part of the principal assets
48 or net income of the corporation shall in any event be paid or contributed to any organizations or
49 individuals, any substantial part of the activities which consist of attempts to influence legislation by
50 propaganda or otherwise or which participates or intervenes in any political campaign on behalf of any
51 candidate for public office.

52
53 **Article III – Membership**
54

55 **Section 1.** The corporation shall be the sole judge of the qualifications and classifications of its members.
56

57 **Section 2.** Provisions shall be made in the Bylaws for the qualifying, classifying, admission of members
58 and termination of membership.
59

60 **Article IV – Terms of Existence**
61

62 The corporation shall be perpetual existence.
63

64 **Article V – Incorporator**
65

66 The name and address of the incorporator of this corporation is Donald W. Weidner, Esquire, 760
67 Riverside Avenue, P.O. Box 2411, Jacksonville, Florida 32203.
68

69 **Article VI – Management**
70

71 The affairs of the corporation shall be managed by a Board of Directors selected as provided in Article
72 VIII hereof, and the following officers, elected by the General Membership: a president, one or more
73 vice-presidents, a secretary and a treasurer, and such other officers as the Board of Directors may deem
74 proper. All of the officers of the corporation shall be annually elected by the General Membership.
75 Vacancies, if and when occurring in any office, may be filled by the Nominating Committee with
76 approval from the Board of Directors.

77 The Board of Directors of this corporation shall be elected and appointed at the time and in the manner
78 fixed in the bylaws of the Florida Medical Association Alliance Foundation, Inc.
79

80 **Article VII – Initial Officers**
81

82 The names of the officers who are to manage all the affairs of this corporation until the first election or
83 appointment of officers under this charter are as follows:
84

85 Title	Identity
86 President	Mrs. Rex Orr
87 President-Elect	Mrs. Arthur Eberly
88 First Vice-President	Mrs. Samuel Watkins
89 Northeast Vice President	Mrs. Pete Felos
90 Northwest Vice-President	Mrs. H. M. Melvin
91 Each Central Vice-President	Mrs. Joseph Holland
92 West Central Vice-President	Mrs. Carl Redderson
93 Southwest Vice-President	Mrs. John C. Kagan
94 South Vice-President	Mrs. Pennington Wimbush
95 Treasurer	Mrs. Randall Bertolette
96 Secretary	Mrs. Jerald B. Turner

97
98
99 **Article VIII – Initial Board of Directors**
100

The number of persons constituting the initial Board of Directors of the corporation shall be 20 and the names and addresses of the members of such Board, each of whom is to hold office until the first election and appointment thereof to be affected under the provisions of these articles are the following:

Name	Address
Mrs. Rex Orr	117 Bay Point Dr. NE, St. Petersburg 33704
Mrs. Arthur Eberly	3701 NE 30 th Avenue, Lighthouse Point 33064
Mrs. Samuel Watkins	935 5 th Place, Vero Beach 32962
Mrs. Pete Felos	P.O. Box 843, Starke 32091
Mrs. H.M. Melvin	121 River Ranch Rd, Milton 32570
Mrs. Joseph Holland	6101 E. Silver Lake Dr., Leesburg 32788
Mrs. Carl Redderson	4201 45 th St. S, St. Petersburg 33711
Mrs. John C. Kagan	301 Poinciana Ave, Ft. Myers 33901
Mrs. Pennington Wimbush	11027 Old Harbour Ave, Ft. Myers 33901
Mrs. Randall Bertollette	715 Tenth Court, Vero Beach 32962
Mrs. Jerald B. Turner	2281 Minneola Road, Clearwater 33516
Mrs. V.A. Marks	772 Lakeside Dr, North Palm Beach 33408
Mrs. Milton Tignor	901 Country Club Dr, North Palm Beach 33408
Mrs. S. Bruce Gerber	17 Skidmore Road, Winter Haven 33880
Mrs. William Harrison	1500 N. Halifax Ave, Daytona Beach 32018
Mrs. John W. Wilson	11818 Lost Tree Way, North Palm Beach 33408
Mrs. Eugenio Gersovich	1185 Coachwood Court, Longwood 32779
Mrs. James Corwin, II	1924 Seagate, Neptune Beach 32233
Mrs. Frank Coleman	16407 Zurraquin De Avila, Tampa 33612
Mrs. Donald Winkler	109 Vaill Point Terrace, St. Augustine 32086

Article IX – Resident Agent

The Resident Agent of this Corporation until change in accordance with the bylaws and the change filed with the Secretary of State shall be: Donald C. Jones, 760 Riverside Avenue, P.O. Box 2411, Jacksonville, Florida 32203.

Article X – Bylaws

The bylaws of the corporation shall be adopted by members of the corporation and said bylaws may be thereafter altered, amended, added to, or rescinded by the members in the manner specified in the bylaws.

Article XI – Amendments

The corporation reserves the right to amend, alter, change, or appeal any provisions contained in this charter in a manner now or hereafter prescribed by law and all rights conferred on members in this corporation are granted subject to this reservation.

Article XII – Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable or educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article XIII – Distribution – Liquidation or Dissolution

Upon dissolution of this corporation, or a liquidation of its assets, whether voluntary or involuntary, or by operation of law, except and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the corporation and all costs and expenses of such liquidation or dissolution, shall be distributed to an organization which shall have qualified for a federal income tax exemption under the term of Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended, or the federal or a state or local government, subject always to the provisions of Section 5, Article II of these articles to the specific condition that none of the net assets of the corporation shall be distributed to or for the benefit of any member, officer, or trustee of the corporation or to any other individual; provided, however, that nothing contained in this article shall be construed to prevent a distribution from the net assets of the corporation to another distribute, otherwise properly made in accordance with the provisions of these articles and purposes stated herein, solely by reason of the fact that one or more of the members, officers, trustees of the corporation may be connected or associated with the distribute as a shareholder, member, trustee, director, officer, or any other capacity.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation as of this 27th day of January, 1988. Donald W. Weidner, Esquire.

Before me personally appeared Donald C. Jones to me well known and know to me to be the person described in and the person who executed the foregoing instrument, and acknowledge to me and before me that Donald C. Jones executed said instrument for the purpose herein expressed.
Witness my hand and official seal, this 16th day of February, A.D., 1988 Linda B. Flowers, Notary Public, State of Florida at Large.

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT: I hereby accept the designation as Resident Agent for the Florida Medical Association Alliance Foundation, Inc. Donald C. Jones.

Document Number: N25064 Date Filed: 02/26/1988 Effective Date: None Status: Active
Name Change: 07/07/1993 From Florida Medical Association Auxiliary, Inc. to Florida Medical Association Alliance, Inc.
Administrative Dissolution for Annual Report: 10/16/1998
Reinstatement: 12/22/1998

Designation of Resident Agent: Sandra B. Mortham
Principal Place of Business: 112 E. College Ave., Tallahassee, Fl. 32301
File with Secretary of State, April 27, 2004.

8/19/2004
09/23/2005

Amended 09/01/06 by FMAA Foundation members Rita Seymore Bylaws Chair