

N34192

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ASSOCIATED MEDICARE PATIENTS, INC.

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Estimated Charge	\$43.75

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Amended +
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Art.
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Fax Audit No.: H070000169123

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASSOCIATED MEDICARE PATIENTS, INC.
(A Florida Not-For-Profit Corporation)
(Document #: N34192)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Florida Not-For-Profit Corporation hereby adopts the following Amended and Restated Articles of Incorporation adopted by the vote of its members on December 15, 2006, the numbers of votes cast being sufficient for approval.

ARTICLE I.

Name

The name of this Corporation shall be **ASSOCIATED MEDICARE PATIENTS, INC.** (hereinafter called the "Corporation").

ARTICLE II.

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 540 The Rialto, Room 4061-2, Venice, Florida 34285.

ARTICLE III.

Purpose

This Corporation is a not-for-profit corporation, organized exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including providing information to senior citizens who need information and assistance and follow-through on problems related to Medicare or medical insurance, assisting senior citizens and Medicare patients in understanding hospital billing and claim procedures, assisting with patient billing problems and generally helping Medicare patients with claims for medical services, and engaging in activities which are necessary, suitable or convenient for the accomplishment of those purposes or for the purpose of engaging in any lawful act or activity not for pecuniary profit for which a not-for-profit corporation may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code.

Michael D. Horlick, P.A.
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Venice, FL 34285
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**ARTICLE IV.
Membership**

The members of the Corporation shall consist of individuals who are admitted as members of the Corporation. The manner of admission shall be as regulated in the Bylaws. The provisions for voting by members and manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

**ARTICLE V.
Registered Office; Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 540 The Rialto, Room 4061-2, Venice, Florida 34285, and the name of its registered agent at such office is Beverly Gerry.

**ARTICLE VI.
Board of Directors**

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than three (3) directors. The number of directors may be increased or decreased by the Corporation from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of directors shall be regulated by the Bylaws.

The names and addresses of the persons who are currently serving as the directors of the Corporation until the next annual meeting of the Board of Directors or until their successors are duly elected and qualified are as follows:

- Beverly Gerry
4340 Alligator Avenue
Venice, Florida 34292
- Shirley W. Stacey
324 Park Boulevard South
Venice, Florida 34285
- Martin Borofsky
923 Xanadu West
Venice, Florida 34292

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Fax Audit No.: H070000169123**ARTICLE VII.
Dissolution**

Upon the 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 in the State of Florida to one or more not-for-profit funds, foundations, or corporations which are organized and operated exclusively for charitable purposes and which have established their tax-exempt status under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Revenue Law).

**ARTICLE VIII.
Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 17th day of January, 2007.

ASSOCIATED MEDICARE PATIENTS, INC.

By: Beverly Perry
President

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