

N47064

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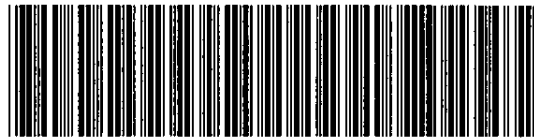
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 OCT 30 PM 1:28

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ESCAMBIA COMMUNITY CLINICS, INC.

DOCUMENT NUMBER: N47064

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

Please return all correspondence concerning this matter to the following:

DON R. TURNER
(Name of Contact Person)

ESCAMBIA COMMUNITY CLINICS, INC.
(Firm/ Company)

2200 N. PALAFOX STREET
(Address)

PENSACOLA, FLORIDA 32501
(City/ State and Zip Code)

For further information concerning this matter, please call:

DON R. TURNER at (850) 472-0053
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|---|

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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ESCAMBIA COMMUNITY CLINICS, INC.

Escambia Community Clinics, Inc., a corporation not for profit under the laws of the State of Florida, having its principal office at 2200 North Palafox Street, Pensacola, Florida 32501, does hereby amend and restate its Articles of Incorporation as previously filed with the Department of State of Florida.

This Corporation was originally incorporated on January 29, 1992. Articles of Amendment and Restatement were filed with the Department of State of Florida on January 29, 1992.

These Amended and Restated Articles of Incorporation were adopted by unanimous vote of the Board of Directors of this Corporation on the 19th day of April, 2007. These Amended and Restated Articles of Incorporation will become effective upon successful funding of Escambia Community Clinics, Inc. under Section 330 of the Public Health Service Act qualifying Escambia Community Clinics as a federally-funded Community Health Center and a Federally Qualified Health Center.

Amendments incorporated herein of the previously existing Articles of Incorporation of this Corporation are specifically designated as follows:

- A. Article I amends prior Article I.
- B. Article II amends prior Article II.
- C. Article III amends prior Article III.
- D. Article IV amends prior Article IV.
- E. Article V amends prior Article V.
- F. Article VI amends prior Article VI.
- G. Article VII amends prior Article VII.
- H. Article VIII amends prior Article VIII.
- I. Article IX amends prior Article IX.

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DIVISION OF CORPORATIONS
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The Amended and Restated Articles of Incorporation of the Corporation are as follows:

ARTICLE I.
NAME, PRINCIPAL OFFICE, REGISTERED OFFICE
AND REGISTERED AGENT

The name of the Corporation shall be ESCAMBIA COMMUNITY CLINICS, INC. The street address of the principal office, and the initial registered office, of the Corporation is 2200 North Palafox Street, Pensacola, Florida 32501, and the name of the initial registered agent of the Corporation at that office is DON R. TURNER.

ARTICLE II.
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended. The purpose for which this Corporation has been

organized is to provide and coordinate, through community direction, primary health care and disease prevention services, and related services, of the highest quality for all residents of the Escambia County, Florida area. Health services shall be provided to any individual, regardless of race, creed, color, sex, religion, national origin. In furtherance of such purposes, the Corporation may exercise the following powers:

- (a) The Corporation may erect, maintain and operate, facilities and centers as may be deemed appropriate and likely to contribute directly or indirectly to medical diagnosis, treatment and research and to serving the sick or injured the disabled, the aged or afflicted.
- (b) The Corporation shall be entitled to and be possessed of all the privileges, franchises and power under Chapter 617 of the Florida Statutes, as now existing or hereafter amended.
- (c) The Corporation may buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and construct, maintain and operate improvement thereon necessary or incident to the provision of health services.
- (d) The Corporation may borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge or other lien on the Corporation's property.
- (e) The Corporation may promote, by donation, loan or otherwise, the interests of any not-for-profit and federally tax exempt organization, the purposes of which are not inconsistent with those of the Corporation.
- (f) The Corporation is organized and in all events shall be operated exclusively for charitable, scientific or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, in the course of which operation:
 - i. No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other 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 set forth herein.
 - ii. 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 except as authorized under the Internal Revenue Code.
 - iii. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code or by (b) a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code.

**ARTICLE III.
MEMBERS**

The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the corporation.

**ARTICLE IV.
TERM**

The Corporation shall have perpetual existence, commencing at the time of filing these Articles of Incorporation by the Florida Department of State.

**ARTICLE V.
INCORPORATORS AND PRESIDENT**

The names and addresses of the initial incorporators to the Articles of Incorporation were as follows:

ROBERT E. VAN SLYKE
1374 Players Club Circle
Gulf Breeze, FL 32561

JAMES R. HARDMAN
15 Port Royal Way
Pensacola, Florida 32501

The name and address of the current President of the Board of Directors is Laura Irwin, 4451 Bayou Boulevard, Pensacola, Florida 32503.

**ARTICLE VI.
DIRECTORS**

The Board of Directors shall consist of not less than nine nor more than twenty-five persons, who shall be elected in accordance with the Bylaws of the Corporation.

**ARTICLE VII.
BYLAWS**

The bylaws of the Corporation may be made, altered or rescinded by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting.

**ARTICLE VIII.
AMENDMENTS TO ARTICLES**

Amendments to these Articles of Incorporation may be proposed by one or more directors and shall be adopted by the affirmative vote of two-third of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed amendment(s) shall have been published in or with the notice of the meeting.

ARTICLE IX.
DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all the assets of the Corporation to organizations organized and operated exclusively for charitable, educational or scientific purposes to benefit the inhabitants of the general area of Pensacola, Florida, as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Director shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then organized or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, Escambia Community Clinics, Inc. has caused this instrument to be signed in its name and on its behalf by its President and President-Elect and its corporate seal to be hereunto affixed and attested by its Secretary this 21st day of May, 2007.

ESCAMBIA COMMUNITY CLINICS, INC.

By: Laura Irwin
Its President

By: John H. H. H.
Its President-Elect

Attest:

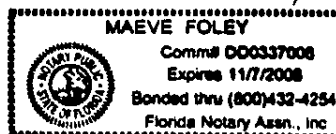
By: Philip B. B.
Its Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ESCAMBIA

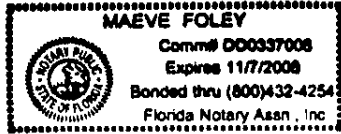
The foregoing instrument was acknowledged before me this 21st day of May, 2007, by Laura Irwin, as President of Escambia Community Clinics, Inc., a Florida not for profit corporation, on behalf of the Corporation. He is personally known to me or has produced a Florida driver's license as identification, and did take an oath.

Maev Foley
Notary Public
Name: MAEVE FOLEY
State of Florida at Large
My Commission Expires: 11/7/2008



STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 21st day of May, 2007, by Laura Irwin, as President-Elect of Escambia Community Clinics, Inc., a Florida not for profit corporation, on behalf of the Corporation. He is personally known to me or has produced a Florida driver's license as identification, and did take an oath.



Maeve Foley
Notary Public
Name: MAEVE FOLEY
State of Florida at Large
My Commission Expires: 11/7/2008

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted: That ESCAMBIA COMMUNITY CLINICS, INC., desiring to organize or qualify under the laws of the State of Florida, has named DON R. TURNER as its agent to accept service of process within Florida.

By: Laura Irwin
Its: President

ACCEPTANCE OF REGISTERED AGENT

I, Don Turner, do hereby accept appointment as Registered Agent of Escambia Community Clinics, Inc., a corporation organized not for profit under the laws of the State of Florida, and set of record my residence and address as follows:

Don R. Turner
(Typed Name) Don R. Turner
Escambia Community Clinics, Inc.
2200 North Palafox Street
Pensacola, FL 32501

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 21st day of May, 2007, by Don R. Turner, who is personally known to me or has produced a Florida driver's license as identification, and who did take an oath.



Sheila D. Brown
Notary Public
Name: Sheila D. Brown
State of Florida at Large
My Commission Expires: Mar. 23, 2010

Articles of Amendment
to
Articles of Incorporation
of

ESCAMBIA COMMUNITY CLINICS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

N47064

(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)**

Article I	Amends prior	Article I
Article II	Amends prior	Article II
Article III	Amends prior	Article III
Article IV	Amends prior	Article IV
Article V	Amends prior	Article V
Article VI	Amends prior	Article VI
Article VII	Amends prior	Article VII
Article VIII	Amends prior	Article VIII
Article IX	Amends prior	Article IX

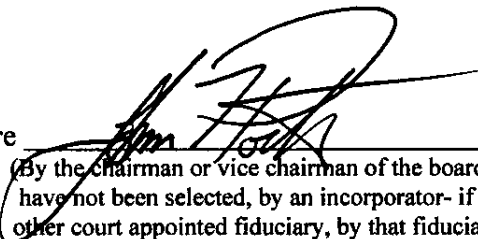
The date of adoption of the amendment(s) was: APRIL 19, 2007

Effective date if applicable: SEPTEMBER 1, 2007
(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


(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.)

John T. Porter

(Typed or printed name of person signing)

PRESIDENT, BOARD OF DIRECTORS

(Title of person signing)

FILING FEE: \$35