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DEVANE, MUNSON, ALLEN & YANCEY
ATTORNEYS AT LAW

JERRY A. DEVANE
PETER J. MUNSON
PHILIP O. ALLEN
JAMES A. YANCEY

1701 SOUTH FLORIDA AVENUE
POST OFFICE BOX 1028
LAKE LAND, FLORIDA 33802
TELEPHONE
(813) 688-8801
FAX (813) 683-8817

January 4, 1995

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

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-01/11/95--01030--006
*****70.00 *****70.00

RE: SEACOAST EDUCATIONAL RESOURCES, INC.

Dear Sirs:

We are enclosing the original Articles of Incorporation of Seacoast Educational Resources, Inc., subject to your approval. We are also enclosing the Certificate Designating Registered Agent, together with a check in the amount of \$70.00 representing payment of the filing fee and filing fee for the Designation of the Registered Agent.

Please confirm the filing of these Articles.

Your prompt attention to this matter will be sincerely appreciated.

N

Sincerely,

RECEIVED
JAN 11 1995
Leisha P. Thompson

Leisha P. Thompson
Secretary to Peter J. Munson

lpt
enclosures

FILED
JAN 11 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SEACOAST EDUCATIONAL RESOURCES, INC.
(A CORPORATION NOT FOR PROFIT)

FILED
JUN 11 11 AM 9 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

The name of this corporation shall be SEACOAST EDUCATIONAL RESOURCES, INC., and the principal office shall be in Lakeland, Polk County, Florida, at 1206 Robinswood Court South, Lakeland, Florida, 33801.

ARTICLE II

The purpose for which this corporation is formed is as follows:

Provide advanced post graduate education to allied medical health fields.

and to exercise any and rights and privileges which are not or which may hereafter be conferred upon corporations organized pursuant to the non-profit corporation laws of the State of Florida.

ARTICLE III

The membership of this corporation shall constitute all persons hereinafter named as incorporators and such other persons

as, from time to time hereafter, may become members, in the manner provided in the bylaws.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DR. VICTOR E. SPIRO	1206 Robinswood Court South Lakeland, Florida 33813
ANNIE SPIRO	1206 Robinswood Court South Lakeland, Florida 33813
DR. ROBERT L. BASKIES	109 Washington Avenue Chelsea, Massachusetts 02150
JAGE BASKIES	109 Washington Avenue Chelsea, Massachusetts 02150

ARTICLE VI

Section 1. The affairs and property of this corporation shall be managed and governed by a Board of Directors, composed of not less than three (3) nor more than twelve (12) individuals, unless the number is changed by by-law or changed by the Directors.

Section 2. The original Directors set forth in these Articles of Incorporation shall serve until the first annual meeting as provided for in the by-laws. Directors thereafter shall be elected to serve for a term of one (1) year, and shall be elected by the voting members in accordance with the by-laws at a regular meeting of the corporation to be held at such time as may be determined in the manner prescribed in the by-laws.

Section 3. All officers shall be elected by the Board of

Directors in accordance with the by-laws at the regular annual meeting of the Board of Directors. The Board of Directors shall elect, from among the members, a President, Vice-President, Secretary, Treasurer and such other officers as they shall deem desirable, consistent with the corporate by-laws.

ARTICLE VII

The following persons shall constitute the first Board of Directors, and shall serve until the first election of the Board of Directors at the first regular annual meeting of the members:

<u>NAME</u>	<u>ADDRESS</u>
DR. VICTOR E. SPIRO	1206 Robinswood Court South Lakeland, Florida 33813
ANNIE SPIRO	1206 Robinswood Court South Lakeland, Florida 33813
DR. ROBERT L. BASKIES	109 Washington Avenue Chelsea, Massachusetts 02150
JAGE BASKIES	109 Washington Avenue Chelsea, Massachusetts 02150

ARTICLE VIII

Section 1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any of the voting members. Such proposals shall set forth the proposed alterations, amendment or rescission, shall be in writing filed by the members, and delivered to the President not less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary will give to each voting member notice setting out the proposed alteration, amendment or rescission and the time of the meeting at which such proposal will be voted upon,

and such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and it shall be given in a manner provided by the by-laws. An affirmative vote of seventy-five (75%) percent of the qualified voting members of the corporation is required for the requested alteration, amendment or rescission.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles, either before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

ARTICLE IX

The street address of the initial registered office of this corporation shall be 1206 Robinswood Court South, Lakeland, Florida, 33813, and the name of the registered agent of this corporation at that address is DR. VICTOR E. SPIRO.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of nor be distributable to any individual or member except that the Board of Directors may establish an authorized payment of reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Lakeland, Polk County, Florida, this 12th day of ~~November~~ ^{December}, 1994.

Signed, sealed and delivered
in the presence of:

[Signature]
Lucien P. Thompson

[Signature]
DR. VICTOR E. SPIRO
[Signature]
ANNIE SPIRO
[Signature]
DR. ROBERT L. BASKIES
[Signature]
JAGE BASKIES

STATE OF FLORIDA

COUNTY OF POLK

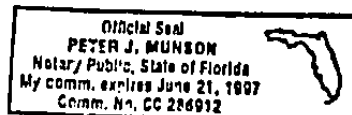
The foregoing instrument was acknowledged before me this 12th
day of December, 1994, by Dr. Victor E. Spiro and Annie Spiro, who
are personally known to me or who have produced _____
as identification.

[Signature]
Notary Public

(SEAL)

My Commission Expires:

STATE OF Massachusetts
COUNTY OF Suffolk



The foregoing instrument was acknowledged before me this 30th
day of November, 1994, by Dr. Robert L. Baskies and Jage Baskies,
who are personally known to me or who have produced _____
_____ as identification.

[Signature]
Notary Public

(SEAL)

My Commission Expires: 3/13/98

3.14.98

FILED
1995 JAN 11 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

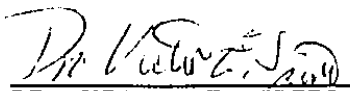
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That SEACOAST EDUCATIONAL RESOURCES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Lakeland, County of Polk, State of Florida, has named DR. VICTOR E. SPIRO, at 1206 Robinswood Court South, Lakeland, Florida, 33813, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


DR. VICTOR E. SPIRO,
Registered Agent