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# **Sarasota County Medical Society Alliance, Inc.**

*Physicians' Families Dedicated to Caring for Our Community*

March 4, 2008

**TO:** Amendment Section, Division of Corporations

**NAME OF CORPORATION:** Sarasota County Medical Society Alliance, Inc.

**DOCUMENT NUMBER:** N95000001287

The enclosed ***Amended and Restated Articles of Incorporation*** and fee are submitted for filing.

Please return all correspondence concerning this matter to:

Susie Reeder  
Sarasota County Medical Society Alliance, Inc.  
1125 North Lake Shore Drive  
Sarasota, FL 34231

For further information concerning this matter, please contact:

Susie Reeder at (941) 922-4724; meredithreeder@comcast.net

Enclosed is a check for \$52.50 for the Filing Fee, Certificate of Status, and a Certified Copy (additional copy enclosed).



Susie Reeder, Bylaws Chair

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**AMENDED and RESTATED  
ARTICLES OF INCORPORATION  
OF  
SARASOTA COUNTY MEDICAL SOCIETY ALLIANCE, INC.  
A Florida not-for-profit corporation**

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the above-named Florida not-for-profit corporation adopts the following Amended and Restated Articles of Incorporation. The Corporation was formed and the Articles of Incorporation filed with the Florida Department of State on March 17, 1995, Document Number N95000001287. The Amended and Restated Articles of Incorporation was proposed by the Board of Directors and approved and adopted on August 22, 2007, by the majority of Members entitled to vote on the amendment, and the number of votes cast by the Members was sufficient for approval. The Articles of Incorporation of **SARASOTA COUNTY MEDICAL SOCIETY ALLIANCE, INC.** are hereby amended and restated as follows:

**ARTICLE 1. NAME**

The name of this Corporation is **Sarasota County Medical Society Alliance, Inc.**, a Florida not for profit Corporation (the "Corporation").

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS and MAILING ADDRESS**

Section 1. The principal place of business of Sarasota County Medical Society Alliance is 4153 Clark Road, Sarasota, Florida 34233. The Corporation may conduct business at locations other than the principal place of business. The Directors of the Corporation may change the location of the principal place of business of said Corporation from time to time.

Section 2. The mailing address of the Corporation is 2999 South Tamiami Trail, Sarasota, Florida, 34239.

**ARTICLE III. PURPOSES**

The general nature of the objects and purposes of this Corporation shall be:

Section 1. To work with the Sarasota County Medical Society, Inc. in its program for the advancement of medicine and public health through philanthropic and education programs conducted to better meet the health needs of the people of Florida;

Section 2. To work with the Sarasota County Medical Society, Inc., to promote health education, to identify and address health care needs and issues, to encourage involvement in legislative education, and to support health-related charitable endeavors;

Section 3. To receive and disburse gifts for the promotion of the objects and purposes of the Corporation;

Section 4. To promote mutual understanding and cultivate friendly relations among physicians' families, that fellowship may increase, and at all times to stimulate a feeling of local cooperation among its members and the Sarasota County Medical Society, Inc.; and

Section 5. To do all other acts and carry on and conduct all other activities necessary, suitable, convenient, useful, and/or expedient in connection with and incidental to the accomplishment of any other purposes set forth herein to the full extent permitted by the laws of the State of Florida subject to the restrictions set forth in Section 6 of this Article.

#### Section 6. Restrictions.

(a) Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used and abided exclusively for charitable, scientific, literary, educational, or administrative purposes, and so that no part of the net earnings of the Corporation will in any event inure to the personal benefit of any member, officer, or trustee of the Corporation or to any organization or individual; 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, and further that organizations and/or individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary or educational purpose and in furtherance of the object and purposes of the Corporation.

(b) The Corporation shall not engage otherwise than as an insubstantial part of its total activities in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(4) of the Internal Revenue Code of 1986 as amended, and no part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals any substantial part of the activities of which consist of attempts to influence legislation by propaganda or otherwise or that participate or intervene in any political campaign on behalf of any candidate for public office.

#### **ARTICLE IV. MEMBERSHIP**

Section 1. The membership shall be open to all persons interested in the objectives of the Corporation that qualify under the manner of admission as provided by the Bylaws of the Corporation

Section 2. Provisions shall be made in the By-Laws for the qualifying, classifying, admission and voting and other rights and privileges of members as well as for termination of membership.

#### **ARTICLE V. TERM OF EXISTENCE**

This Corporation shall exist perpetually.

#### **ARTICLE VI. BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors composed of the officers of the Corporation and such other members as may from time to time be provided for in the By-Laws. Each officer and each member of the Board of Directors shall be elected and/or appointed at the time and in the manner fixed in the By-Laws.

## **ARTICLE VII. OFFICERS**

Section 1. The affairs of this Corporation shall be managed by the following officers: President, Vice President, Secretary, Treasurer, and such other officers as may in the opinion of the Board of Directors be necessary. The powers, duties, and terms of office of all officers and methods of filling vacancies in office shall be prescribed from time to time in the By-Laws. Each officer shall perform the duties of the office until a successor has been elected.

Section 2. The names of the current officers, who are to serve until their successors have been elected, are:

President:	Mrs. Mary Agrawal 3264 Walter Travis Drive Sarasota, Florida 34240
Vice President:	Mrs. Stephanie Sugar 2524 Colony Terrace Sarasota, Florida 34239
Secretary:	Mrs. Rachel Silverman 7691 Donald Ross Road West Sarasota, Florida 34240
Treasurer:	Mrs. Janet Lakomy 4534 Eagle Ridge Lane Sarasota, Florida 34238

## **ARTICLE VIII. REGISTERED AGENT AND ADDRESS**

The Registered Agent and the street address of the registered office of this Corporation shall be: Mrs. Lori-Nan Mihaley at the address of 2999 South Tamiami Trail, Sarasota, Florida 34239.

## **ARTICLE IX. BY-LAWS**

The By-Laws of this Corporation shall be adopted by the members of the Corporation and said By-Laws may be thereafter altered, amended, added to, or rescinded by the members in the manner specified in the By-Laws.

## **ARTICLE X. AMENDMENT TO ARTICLES OF INCORPORATION**

This 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. These Articles may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting of the Corporation, provided, however, that the proposed Amendment shall have been first submitted to each and every member of the Corporation ten (10) days prior to the regular or special meeting of the Corporation. Any Amendment to these Articles shall not adversely affect the status of the Corporation as an organization qualifying under IRC Section 501(c)(4).

## **ARTICLE XI. INDEMNIFICATION**

Every director and every officer of the Corporation, and every member of the Corporation serving the Corporation at its request, shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of him or her having served the Corporation at its request, whether or not he or she is a director or officer or member serving the Corporation at the time the expenses or liabilities are incurred, except when the director, officer or member serving the Corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being in the best interest of the Corporation. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer, or member serving the Corporation may be entitled.

## **ARTICLE XII. DISTRIBUTION - A LIQUIDATION OR DISSOLUTION**

Upon dissolution of this Corporation, or a liquidation of its assets, whether 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 that shall have qualified for a federal income tax exemption under the terms of

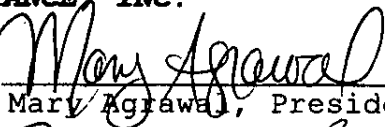
Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code then in effect, or to the federal government, or to a state or local government, subject always to the provisions of Article III of these Articles and to the specific condition that none of the net assets of the Corporation shall be distributed to or for the benefit of any member, officer or trustee of this 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 distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes stated herein, solely by reason of the fact that one or more of the members, officers, and/or trustees of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer, or in any other capacity.

The date of adoption of these Amended and Restated Articles of Incorporation was the 22nd day of August, 2007.

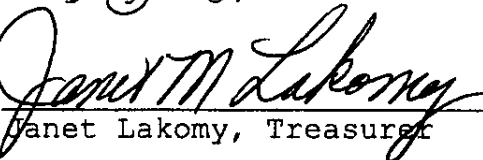
IN WITNESS WHEREOF, we, the undersigned President, and Treasurer of this Not for Profit Corporation have executed on this 19<sup>th</sup> day of February, 2008.

**SARASOTA COUNTY MEDICAL SOCIETY  
ALLIANCE, INC.**

By:

  
Mary Agrawal, President

By:

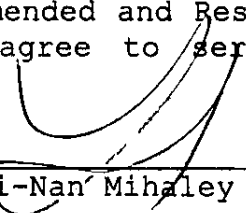
  
Janet Lakomy, Treasurer



**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for **SARASOTA COUNTY MEDICAL SOCIETY ALLIANCE, INC.**, at the registered office designated in the Amended and Restated Articles, I hereby accept such designation and agree to serve as Registered Agent.

DATE: 3/4, 2008

  
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Lori-Nan Mihaley

"REGISTERED AGENT"