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**N9500001440**

ACCOUNT NO. : 072100000032

REFERENCE : 566296 9964A

AUTHORIZATION :

*Patricia Pigitt*

COST LIMIT : \$ 122.50

ORDER DATE : March 27, 1995

ORDER TIME : 9:19 AM

000001440156

ORDER NO. : 566296

CUSTOMER NO: 9964A

CUSTOMER: Thomas A. Cotter, Esq  
SHUMAKER LOOP & KENDRICK

Barnett Plaza, Suite 2500  
101 East Kennedy Boulevard  
Tampa, FL 33602

DOMESTIC FILING

NAME: THE NATIONAL RESPIRATORY CARE  
EDUCATORS' NETWORK, INC.

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN MAR 27 1995

FILED  
95 MAR 27 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE NATIONAL RESPIRATORY CARE  
EDUCATORS' NETWORK, INC.

FILED  
95 MAR 27 14 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME

The name of the Corporation shall be The National Respiratory Care Educators' Network, Inc.

ARTICLE TWO  
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation and the mailing address of the Corporation shall be 5650 Park Boulevard, Suite 6, Pinellas Park, Florida 34665.

ARTICLE THREE  
PURPOSE

The purposes for which the corporation is organized are as follows:

A. To receive and administer funds and to operate exclusively as a "Business League" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury Regulations promulgated thereunder and comparable provisions of subsequent legislation and regulations.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(6) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

ARTICLE FOUR  
TERM

The corporation's existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the corporation's existence shall be perpetual.

ARTICLE FIVE  
POWERS

The corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(6) of the Code.

ARTICLE SIX  
LIMITATIONS

No individual director or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, officer, member or any private shareholder or individual.

ARTICLE SEVEN  
MEMBERS

Qualification for membership in the corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the corporation.

ARTICLE EIGHT  
DIRECTORS

A. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors.

B. Number. The number of directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three directors, and, in the absence of any such determination, shall be three directors.

C. Election; removal. Directors shall be elected or removed in accordance with the procedures provided in the Bylaws.

D. Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting of

members and until their successors shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
1. James R. Sills	Rock Valley College 3301 North Mulford Rockford, Illinois 61114
2. Raymond F. Lehner	Moraine Valley Community College 10900 South 88th Avenue Palos Hills, Illinois 60465
3. Carole Smith	New York University Allied Health Center 342 East 26th Street New York, New York 10010

ARTICLE NINE  
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation and the street address of the initial registered office of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Thomas A. Cotter	101 East Kennedy Boulevard Suite 2500 Tampa, FL 33602

ARTICLE TEN  
INCORPORATOR

The name and the street address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Thomas A. Cotter	101 East Kennedy Boulevard Suite 2500 Tampa, FL 33602

ARTICLE ELEVEN  
BYLAWS

The Bylaws of the corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

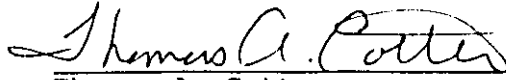
**ARTICLE TWELVE**  
**AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the members, directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

**ARTICLE THIRTEEN**  
**DISSOLUTION**

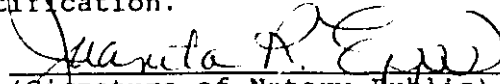
In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code.

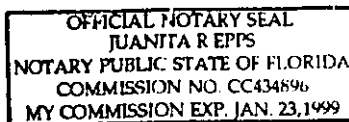
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24TH day of MARCH, 1995.

  
Thomas A. Cotter,  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24TH day of MARCH, 1995, by Thomas A. Cotter, an individual, who is [ ☒ ] personally known to me or [     ] has produced \_\_\_\_\_ as identification.

  
(Signature of Notary Public)  
Print: Juanita R Epps  
My Commission expires: \_\_\_\_\_



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Thomas A. Cotter, in accordance with Florida Statutes Section 617.0501, hereby state that I am familiar with the obligations of serving as registered agent imposed by Florida law and that I hereby accept the appointment as the initial registered agent of The National Respiratory Care Educators' Network, Inc., as made in the foregoing Articles of Incorporation.

Thomas A. Cotter  
Thomas A. Cotter,  
Registered Agent

FILED  
95 MAR 27 AM 11:49  
RECEIVED  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of MARCH, 1995, by Thomas A. Cotter, an individual, who is [ ☒ ] personally known to me or [ ☐ ] has produced \_\_\_\_\_ as identification.

Juanita R. Epps  
(Signature of Notary Public)  
Print: Juanita R. Epps  
My Commission expires: \_\_\_\_\_

