

N96000000129



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CUSTOMER NO: 85036A

CUSTOMER: Cynthia A. Mikos, Esq  
Jacobs Forlizzo & Neal, P.a.  
Suite 300  
13577 Feather Sound Drive  
Clearwater, FL 34622

DOMESTIC AMENDMENT FILING

NAME: SOUTH PINELLAS MEDICAL  
EXECUTIVES ASSOCIATION, INC.

EFFECTIVE DATE:

       ARTICLES OF AMENDMENT  
XX        RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban  
EXAMINER'S INITIALS:

*Added  
name per  
Vicki*

*3/27*

*Jon  
Amended  
& Restated*

FILED  
97 MAR 27 PM 12:27  
CLERK OF COURT  
STATE  
FLORIDA  
DIVISION OF CORPORATION

Amended and Restated Articles of Incorporation

South Pinellas Medical Executives Association, Inc.

Pursuant to the provisions of Section 617.1007, Florida Statutes, 1995 this corporation, South Pinellas Medical Executives Association, Inc., adopts the following Amended and Restated Articles of Incorporation. The original Articles of Incorporation were filed with the Secretary of State of Florida January 8, 1996, effective January 1, 1996 and assigned document number N96000000129.

Article I. Name

The name of this Corporation is South Pinellas Medical Executives Association, Inc.

Article II. Existence

The Corporation shall have perpetual existence.

Article III. Organizational Purpose

A. The Corporation is organized as a not-for-profit corporation.

B. This Corporation is organized exclusively for the following purposes:

1. To promote and improve the profession of medical practice management through various means including recruitment, education, charitable contributions and information dissemination for its members and the public.
2. To function as a medical practice management professional association governed by the laws of the State of Florida, and in connection with such business, to own property, enter into contracts, and transact any lawful business related to such business.
3. To promote ethical principles and practice among its members.
4. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### Article IV. No Private Benefit

A. In no event shall this Corporation operate for any purpose other than for its exempt purpose described above. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

B. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons or individuals, except that this Corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes described in Article III above.

C. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.

D. On liquidation or dissolution of this Corporation, all properties and assets of this Corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable, educational, scientific, or religious purposes as the Board of Directors shall determine, and as shall qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, or to the federal or state government for a public purpose.

#### Article V. Principal Address of Corporation

The street address of the initial principal office of the Corporation is South Pinellas Medical Executives Association, Inc., c/o Jacobs, Forlizzo & Neal, P.A., 13577 Feather Sound Drive, Suite 300, St. Petersburg, Florida 34622-5547. The mailing address of the principal office of the Corporation is P.O. Box 15245, St. Petersburg, Florida 33733-5245.

#### Article VI. Registered Agent

The name of the initial registered agent of the Corporation is Cynthia A. Mikos, Esquire. The address of the registered agent is Jacobs, Forlizzo & Neal, P.A., 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 34622-5547.

#### Article VII. Board of Directors

A. The affairs of the Corporation shall be managed, and its powers exercised, by a Board of Directors of not less than five (5) persons, as provided in the Bylaws from time to time.

B. Each Director shall hold office for a period of one (1) year and until his or her successor qualifies in office.

C. Meetings shall be held on the dates provided in the Bylaws.

D. Directors shall be elected and appointed in the manner provided in the Bylaws.

E. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all of the members of the Board consent in writing to such action. Written consents shall be filed with the minutes of the proceedings of the Board.

F. Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

#### Article VIII. Membership

The membership of this Corporation, including voting rights, shall be determined and specified in its Bylaws.

#### Article IX. Incorporator

The name of the incorporator of this Corporation is Cynthia A. Mikos, and the address of the incorporator is Jacobs, Forlizzo & Neal, P.A., 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 34622-5547.

#### Article X. Bylaws

The initial Bylaws shall be adopted by the Board of Directors. Subject to the limitations contained in applicable

law, the Bylaws of this Corporation may be amended from time to time by the Board of Directors in accordance with the procedures specified in the Bylaws.

Article XI. Amendments to Articles

The Articles of this Corporation may be amended from time to time in accordance with applicable law and the Bylaws.

Certificate

The restatement was adopted by the Board of Directors and does not contain any amendments requiring member approval.

IN WITNESS WHEREOF, the undersigned, as President, has executed these Amended and Restated Articles of Incorporation on behalf of this corporation this 19 day of March, 1997.

Anne Drane  
President / Anne Drane