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CUSTOMER NO: 1299A

CUSTOMER: Robert D. Hart, Jr., Esq
CLARK PARTINGTON HART LARRY
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P.O. Box 13010

Pensacola, FL 32591

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DOMESTIC FILING

NAME: ESCAMBIA COUNTY MEDICAL
ALLIANCE FOUNDATION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

RECEIVED
96 FEB -9 PM 3:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
96 FEB -9 AM 9:54
SECRETARY OF STATE

T. BROWN FEB 12 1996

ARTICLES OF INCORPORATION
OF
ESCAMBIA COUNTY MEDICAL ALLIANCE FOUNDATION, INC.

FILED
96 FEB -9 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned individuals, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribe to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is ESCAMBIA COUNTY MEDICAL ALLIANCE FOUNDATION, INC. and the principal office and mailing address of the corporation is 1251 Northbrook Drive, Pensacola, Florida 32504.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended. The corporation's specific purposes are as follows:

(1) To assist the Florida Medical Association, Inc. and its program for the advancement of medicine and public health through philanthropic and education programs conducted for the betterment of the health needs of the people of Florida.

(2) To promote health education, to encourage participation of volunteers and activities that meet health needs, and to support health-related charitable endeavors.

(3) To receive and disburse gifts for the promotion of the objects and purposes of the corporation.

(4) To do all other acts and carry on and conduct all other activities necessary, suitable, convenient, useful, 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 Article III below.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 or intervene

in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue

Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - MEMBERSHIP

The membership of the corporation shall consist at all times of the members of the Board of Directors as provided for herein, then in office, and their successors. Additional persons shall be qualified to become members as described in the Bylaws.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

The affairs of this corporation not for profit shall be managed by a Board of Directors. The directors shall be elected at the annual meeting of the corporation with the method of election as stated in the bylaws of the corporation.

This corporation shall have six (6) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

Mary Lou Pyle
1251 Northbrook Drive
Pensacola, FL 32504

Dee Krueger
3913 West Madura
Gulf Breeze, FL 32561

Diane Walker
1121 North Barcelona
Pensacola, FL 32501

Cara Brinkley
4460 D'Evereux Drive
Pensacola, FL 32504

Tommie Stockamp
4615 Francisco
Pensacola, FL 32504

Louise Videau
4530 Francisco Road
Pensacola, FL 32504

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Mary Lou Pyle
1251 Northbrook Drive
Pensacola, FL 32504

Cara Brinkley
4460 D'Everaux Drive
Pensacola, FL 32504

Dee Krueger
3913 West Madura
Gulf Breeze, FL 32561

ARTICLE VII - OFFICERS

The corporation shall have officers consisting of a President, President-Elect, Vice President, Recording Secretary, Correspondence Secretary and Treasurer, and such other officers the Board of Directors of the corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. The officers shall be elected and appointed by the Board of Directors at the time and in the manner fixed in the bylaws.

The names of the officers who are to manage all affairs of this corporation until the first election or appointment of officers are:

President:
President-Elect:
Vice President:
Recording Secretary:
Corresponding Secretary:
Treasurer:

Mary Lou Pyle
Cara Brinkley
Dee Krueger
Diane Walker
Tommie Stockamp
Louise Videau

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the directors and officers of the corporation are subject to this reservation.

ARTICLE IX - BYLAWS

The bylaws of the corporation are to be made, altered, or repealed by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No member, trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 1251 Northbrook Drive, Pensacola, Florida 32504, and the name of the registered agent of this corporation at that address shall be Mary Lou Pyle.

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation on the 23 day of January,
1995.

Mary Lou Pyle
MARY LOU PYLE

Cara Brinkley
CARA BRINKLEY

Dee Krueger
DEE KRUEGER

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered
agent of ESCAMBIA COUNTY MEDICAL ALLIANCE FOUNDATION, INC.
Further, I am familiar with and accept the duties and obligations
of such designation.

Mary Lou Pyle
MARY LOU PYLE