

# N960000002196

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matlor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: The James H

Pickens Memorial

Fund, Inc

C.C. FEE.

DISBURSED

☒ Capital Express™

☒ Art. of Inc. File

☐ Corp. Record Search

☐ Ltd. Partnership File

☐ Foreign Corp. File

☒ (-) Cert. Copy(s) photo

☐ Art. of Amend. File

☐ Dissolution/Withdrawal

☐ C U S.

☐ Fictitious Name File

☐ Name Reservation 100001-789561

☐ Annual Report/Reinstatement -04/23/96-01004-012

☐ Reg. Agent Service \*\*\*\*70.00 \*\*\*\*70.00

☐ Document Filing

☐ Corporate Kit

☐ Vehicle Search

☐ Driving Record

☐ Document Retrieval

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ File No.'s, \_\_\_\_\_ Copies

☐ Courier Service

☐ Shipping/Handling

☐ Phone ( )

☐ Top Priority

☐ Express Mail Prop.

☐ FAX ( ) pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

.....

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 22, 1996

CAPITAL CONNECTION, INC.  
P O BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: THE JAMES H. DICKENS MEMORIAL FUND, INC.  
Ref. Number: W96000008638

We have received your document for THE JAMES H. DICKENS MEMORIAL FUND, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 096A00018861

**ARTICLES OF INCORPORATION  
OF  
THE JAMES H. DICKENS  
MEMORIAL FUND, INC.**

ARTICLES OF INCORPORATION  
OF  
THE JAMES H. DICKENS MEMORIAL FUND, INC.  
A Florida Nonprofit Corporation

FILED  
15 APR 23 AM 10:50  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a Not-For-Profit Corporation under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the Corporation is the James H. Dickens Memorial Fund, Inc.

ARTICLE TWO

Principle Office and Address

The address of the principle office of the Corporation is 10200 Seminole Boulevard, Seminole, Florida, 34648 and the mailing address of the Corporation is the same.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE FOUR

Purpose

The purposes for which the Corporation is organized are to extend medical knowledge, to advance medical service, to elevate the standard of public health and to guard and foster the interests of physicians practicing in Pinellas County, Florida. The Corporation is formed exclusively for purposes for which a Corporation may be formed under the Not-For-Profit Corporation Laws of the State of Florida and not for pecuniary profit or financial gain of any private individual. No part of the assets, income, or profit of the Corporation shall be distributable to or inure to the benefit of, its members, directors

or officers, except to the extent permitted under the Not-For-Profit Corporation Laws of the State of Florida. The Corporation shall not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member.

The Corporation is a Corporation as defined under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

## ARTICLE FIVE

### Limitations

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any other 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 include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

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

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

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

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

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

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 from taxation under Section 501(c)(6) of the Internal

Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE SIX

### **Directors**

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time, by an amendment of the By-Laws of this Corporation when such amendment is adopted by the stockholders, but shall never be less than three (3).

## ARTICLE SEVEN

### **Initial Directors**

The name and street address of the members of the initial Board of Directors until the first annual meeting are:

1. Leo B. Dalton  
9545 Bay Pines Boulevard  
St. Petersburg, Florida 33708
2. Edward A. Norman  
7880 Oliver Road  
Largo, Florida 34647-3009
3. B. A. Raines  
9303 Seminole Boulevard  
Post Office Box 3690  
Seminole, Florida 34645-0690

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected.

**ARTICLE EIGHT**

**Registered Office and Agent**

The street address of the initial registered office of this Corporation in the State of Florida is 9303 Seminole Boulevard, Seminole, Florida, 34648. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as B. A. Raines. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

**ARTICLE NINE**

**Incorporator**

The name and street address of the undersigned as incorporator of these Articles of Incorporation are: Alan S. Gassman, Esquire, 1245 Court Street, Suite 102, Clearwater, Florida 34616.

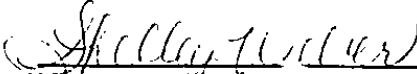
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16th day of April, 1996.

  
\_\_\_\_\_  
ALAN S. GASSMAN, ESQUIRE (SEAL)

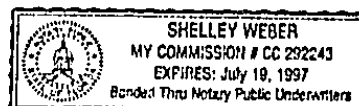
STATE OF FLORIDA    }  
COUNTY OF PINELLAS }

I HEREBY CERTIFY, as the undersigned notary public, duly authorized in the State and County above named to take acknowledgements, that, on this day, personally appeared, ALAN S. GASSMAN, known to me, and who did take an oath that he is the person whose name is subscribed to the above instrument, and that he did execute the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 16th day of April, 1996.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



ARTICLES OF INCORPORATION FOR  
THE JAMES H. DICKENS MEMORIAL FUND, INC.

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FILED

96 APR 23 AM 10:50

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute 48.091 and Article Eight of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

B. A. Raines  
9303 Seminole Boulevard  
Post Office Box 3690  
Seminole, Florida 34645-0690

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

  
\_\_\_\_\_  
B. A. RAINES (SEAL)