

**N 96000002655**  
**BRUCE BRASHEAR**  
*Counselor At Law*

920 N.W. 8th Avenue, Suite A  
Gainesville, FL 32601  
voice: 904/336-0800  
fax: 904/336-0505  
e-mail: bruce@freenet.tfl.edu

May 1, 1996

Secretary of State  
Division of Corporations  
Non-Profit Section  
P. O. Box 6327  
Tallahassee, FL 32301

000001806790  
-05/03/96--01052--018  
\*\*\*\*122.50 \*\*\*\*122.50

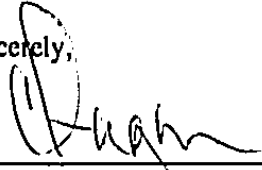
RE: American Board of Hospice and Palliative Medicine, Inc.  
(Corporation Not for Profit)

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,  
  
Carrie Fagan, Legal Assistant  
to Bruce Brashear, Esq.

Enclosures

789, 634, 611, 671  
W96000009897

FILED  
96 MAY 17 AM 7:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 10, 1996

CARRIE FAGAN  
920 N.W. 8TH AVENUE, SUITE A  
GAINESVILLE, FL 32601

SUBJECT: AMERICAN BOARD OF HOSPICE AND PALLIATIVE MEDICINE,  
INC.  
Ref. Number: W96000009897

We have received your document for AMERICAN BOARD OF HOSPICE AND PALLIATIVE MEDICINE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 396A00022700

**BRUCE BRASHEAR**  
Counselor at Law  
920 N. W. 8th Avenue, Suite A  
Gainesville, FL 32601  
Phone: 352-336-0800  
Fax: 352-336-0505

**TRANSMITTAL MEMORANDUM**

---

**DATE:** May 15, 1996  
**TO:** BETH REGISTER, Corporate Specialist Supervisor  
**COMPANY:** Florida Department of State, Division of Corporations  
**FROM:** Carrie Fagan, Legal Assistant

**RE:**

Enclosed please find corrected Articles of Incorporation for American Board of Hospice and Palliative Medicine, Inc., pursuant to your letter dated May 10, 1996 (Ref. No. W96000009897). Please certify the enclosed copy of these Articles and return same to this office. Please advise should you require further information. Thank you.

**ARTICLES OF INCORPORATION OF  
AMERICAN BOARD OF HOSPICE AND PALLIATIVE MEDICINE, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE. NAME**

The name of this corporation is **AMERICAN BOARD OF HOSPICE AND PALLIATIVE MEDICINE, INC.**

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

(a) The specific and primary purposes for which this corporation is formed are to promote, foster and improve the practice of palliative medicine and all healing and professional skills related thereto, and for other charitable purposes, and by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

FILED  
96 MAY 17 AM 7:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE FIVE. TRUSTEES AS MEMBERSHIP**

a) **Trustees as Membership.** The sole class of membership of this corporation shall be its trustees. The Trustees may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

#### **ARTICLE SIX. SUBSCRIBERS**

The names and residence addresses of the subscribers of this corporation are as follows:

Gerald H. Holman, M.D.  
2802 Travis  
Amarillo, TX 79109

Charles G. Sasser, M.D.  
1517 Forest View Road  
Conway, SC 29527

Porter Storey, M.D.  
3907 Swathmore  
Houston, TX 77005

#### **ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

(a) The address of the principal office of the Corporation is 408 W. University Avenue, Suite 601, Gainesville, FL 32601. The county in which the Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Dale C. Smith, 408 W. University Avenue, Suite 601, Gainesville, FL 32601.

ARTICLE EIGHT. BOARD OF TRUSTEES.

The number of trustees shall not be less than 3 nor more than 15.

The trustees named herein as the first board of trustees shall hold office until the first meeting of the board of trustees to be held on June 15, 1996, at 10:00 AM, or at such other date and time as the board of trustees shall designate at which time an election of trustees shall be held. Annual meetings of the board of trustees shall be held prior to June 15 of each year at the principal office of the corporation or at such other place or places as the board of trustees may designate from time to time.

The trustees shall be divided as equally as the total number of trustees will permit into three (3) classes. The first class shall serve until the annual election of trustees in 1997; the second class shall serve until the annual election of trustees in 1998; the third class shall serve until the annual election of trustees in 1999. At each succeeding annual election of trustees, the trustees elected to succeed those whose terms have expired shall serve until the annual election of trustees which takes place in the third year following their election. If the number of trustees has changed, any increase or decrease shall be apportioned among the classes so as to make all classes as nearly equal in number as possible.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation of this corporation authorize the trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the board of trustees and their classes are as follows:

<u>Trustee</u>	<u>Class</u>
Gerald H. Holman, M.D. 2802 Travis Amarillo, TX 79109	3

Charles G. Sasser, M.D. 2  
1517 Forest View Road  
Conway, SC 29527

Ronald S. Schonwetter, M.D. 1  
4205 Wayside Willow Ct  
Tampa, FL 33624

**Corporate Officers.** The board of trustees shall elect the following officers: chairman, vice-chairman, president, and secretary/treasurer, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

Office

Dale C. Smith

President, Secretary, Treasurer

**ARTICLE NINE. BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

**ARTICLE TEN. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

## ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

(a) **Distribution of Income.** 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 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** 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 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

## ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.



We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on April 23, 1996.

Ron Schonwetter  
RON SCHONWETTER, M.D.

Gerald H. Holman  
GERALD H. HOLMAN, M.D.

Charles G. Sasser  
CHARLES G. SASSER, M.D.

STATE OF TEXAS  
COUNTY OF POTTER

On this 18<sup>th</sup> day of APRIL, 1996, personally appeared before me, GERALD H. HOLMAN, M.D., and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.



Orlando Nunez  
NOTARY PUBLIC  
My Commission Expires: 03-07-2000

STATE OF South Carolina  
COUNTY OF Horry

On this 23<sup>rd</sup> day of April, 1996, personally appeared before me, CHARLES G. SASSER, M.D., and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.

Terese D. Hughes  
NOTARY PUBLIC  
My Commission Expires: 4-5-98

STATE OF Florida  
COUNTY OF Hillsborough

On this 22 day of April, 1996, personally appeared before me, RON SCHONWETTER, M.D., and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.

Julie Ann DeHajaut  
NOTARY PUBLIC

My Commission Expires:



JULIE ANN DEHAJAUT  
MY COMMISSION # CC389649 EXPIRES  
July 4, 1998  
BOND & TRUST TROY FAH INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of AMERICAN BOARD OF HOSPICE AND PALLIATIVE MEDICINE, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 23 day of April, 1996.

  
\_\_\_\_\_  
**DALE C. SMITH**  
Registered Agent

**FILED**  
96 MAY 17 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA