

N 9600002862

Michael F. Novilla

Attorney at Law
3808 Central Ave.
St. Petersburg, Florida 33711

May 21, 1996

(813) 327-2000

RECEIVED
MAY 23 1996
FBI-SD

State of Florida
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000001837280
-05/23/96--01075--012
****122.50 ****122.50

RE: THE SISTER MARGARET FREEMAN FOUNDATION, INC. (Not For Profit)

Dear Sir/Madam:

Enclosed please find two (2) executed copies of Articles of Incorporation for THE SISTER MARGARET FREEMAN FOUNDATION, INC., which certificate incorporates the acceptance by the resident agent.

Enclosed is a check in the amount of \$122.50, representing filing fee \$35.00, certification fee \$52.50, registered agent designation fee \$35.00.

Please file one (1) copy of the enclosed charter and return to me the other copy, duly certified.

Very truly yours,

M. F. Novilla

MICHAEL F. NOVILLA

/b
Enclosures

Q. BROWN MAY 30 1996

ARTICLES OF INCORPORATION
OF
THE SISTER MARGARET FREEMAN FOUNDATION, INC.
A Florida Not-For-Profit Corporation

FILED
6/11/83 PM 1:16
CLERK OF DISTRICT COURT
ST. PETERSBURG, FLORIDA

We, the undersigned, for the purpose of forming a corporation for charitable purposes (the "Corporation") under the provisions of Chapter 617 of the Florida Statutes, hereby agree to the following:

ARTICLE I - NAME

The name of the Corporation shall be THE SISTER MARGARET FREEMAN FOUNDATION, INC.

ARTICLE II - PURPOSES

Section 1. The Corporation has been organized exclusively for charitable, education and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

Section 2. Without limiting the generality of Section 1 above, the specific purposes of the Corporation shall be:

A. To support the charitable mission of the ST. PETERSBURG FREE CLINIC, INC., a Florida not-for-profit corporation exempt from taxation under Section 501(c)(3) of the

Coda;

B. To develop such support through the realization of philanthropic commitments;

C. To educate the community served by the ST. PETERSBURG FREE CLINIC, INC. with regard to its mission, present status and its goals for the future; and

D. To establish policies and guidelines to attain the foregoing objectives.

ARTICLE III - POWERS

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and may exercise all rights, powers and privileges in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of Section 1 above, the specific powers of the Corporation shall be:

A. To acquire through gifts, grants, endowment funds or any other legally permissible means or activities; assets and resources as may be beneficial to the fulfillment of the

charitable and educational purposes of ST. PETERSBURG FREE CLINIC, INC.;

B. To make loans to ST. PETERSBURG FREE CLINIC, INC. upon such terms and conditions as the Corporation, in its sole discretion, shall determine;

C. To make charitable contributions to ST. PETERSBURG FREE CLINIC, INC.;

D. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

E. To utilize its income in furtherance of the foregoing objectives.

ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Trustee or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Trustee 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; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Code and specified in Section 3 below. 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 in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2. 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)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Upon the dissolution of the Corporation, the Board of Trustees of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to ST. PETERSBURG FREE CLINIC, INC., an organization exempt from taxation under Section 501(c)(3) of the Code, if still exempt at the time of such disposition, or if not then so exempt, then to such organization or organizations organized and operated exclusively

for charitable, scientific or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE V - TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation and its mailing address shall be 863 Third Avenue North, St. Petersburg, Florida 33701, although the Corporation may maintain offices elsewhere.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the Corporation is MICHAEL F. NOVILLA, Esq., 3806 Central Avenue, St. Petersburg, Florida 33711.

ARTICLE VIII - MEMBERS OF THE CORPORATION

Section 1. Members shall be those individuals, corporations, partnerships, trusts, estates or any other legal entities that make charitable contributions to the Corporation in accordance with the policies and guidelines as may be established from time to time by the Board of Trustees of the Corporation.

Section 2. Members shall not be entitled to vote or otherwise participate in the business and affairs of the Corporation; the management of the Corporation being reserved to its Board of Trustees; provided, however, Members shall be entitled to such other rights, privileges and benefits as may be conferred on Members by the Board of Trustees of the Corporation.

ARTICLE IX - BOARD OF TRUSTEES

Section 1. The business and affairs of the Corporation shall be managed by a Board of Trustees.

Section 2. The Members of the initial Board of Trustees of the Corporation, who shall serve until the organizational meeting of the Corporation is held by the Board of Trustees following the filing of these Articles of Incorporation, are as follows:

NORMAN DUSSEAULT

PETER SCHATZEL

ROBERT SIVER

MARY WYATT ALLEN

MICHAEL F. NOVILLA

Section 3. The number of Trustees shall be as provided in the Bylaws of the Corporation, but shall not be less than five (5).

Section 4. Trustees shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE X - BYLAWS

Section 1. The Board of Trustees shall adopt Bylaws for the Corporation at the organizational meeting of the Corporation held by the Board of Trustees following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Trustees in accordance with the provisions of the Bylaws.

ARTICLE XI - AMENDMENTS

Section 1. The power to alter, amend or repeal these Article of Incorporation may only be exercised by a majority vote of the Board of Directors of the ST. PETERSBURG FREE CLINIC, INC.

ARTICLE XII - INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
PETER SCHATZEL	500 - 94 Avenue North St. Petersburg, FL 33702
TOM OBERHOFER	29 Jefferson Court South St. Petersburg, FL 33711
ROBERT SIVER	114 Giralda Boulevard NE St. Petersburg, FL 33704

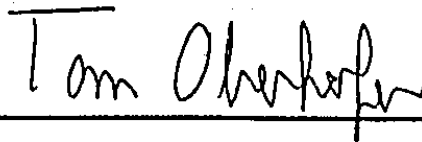
IN WITNESS WHEREOF, for purposes of forming a not-for-profit corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation this 20 day of MAY, 1996.



Robert Siver
Incorporator



Peter C. Schatzel
Incorporator



Tom Oberhofer
Incorporator

CERTIFICATE OF DESIGNATION AND ACCEPTANCE

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

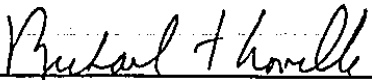
THE SISTER MAYA ET FREEMAN FOUNDATION, INC.

2. The name and address of the registered agent and office is: MICHAEL F. NOVILLA

3806 Central

St. Petersburg, Florida 33711

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MICHAEL F. NOVILLA, Registered Agent

May 20, 1996