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July 9, 1996

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VIA UPS DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

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07/11/96--01016--001
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION - ALL WOMEN'S FAMILY PLANNING CENTER, INC.

Dear Madam or Sir:

Enclosed please find two (2) fully executed originals of the Articles of Incorporation for All Women's Family Planning Center, Inc., a nonprofit corporation under Chapter 617, FLORIDA STATUTES.

Please file these Articles of Incorporation of record, and furnish me an approval stamped copy of the filed Articles. Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Thank you for your cooperation and assistance. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

cc: Gary A. Dresden, M.D. (w/o enclosure)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 JUL 11 AM 10:45

FILED

GB 7/15/96

ARTICLES OF INCORPORATION
OF
ALL WOMEN'S FAMILY PLANNING CENTER, INC.

[A corporation not for profit incorporated under Chapter 617, FLORIDA STATUTES]

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned citizens and residents of the United States and State of Florida, acting as incorporators and desiring to form a corporation not for profit under the provisions of Chapter 617, FLORIDA STATUTES, hereby adopt the following Articles of Incorporation:

Article 1.

Name of Corporation

The name of the corporation shall be:

ALL WOMEN'S FAMILY PLANNING CENTER, INC.

Article 2.

Commencement of Corporate Existence

The corporate existence shall begin on the date of filing of these Articles of Incorporation by the Florida Department of State.

Article 3.

Purposes of Corporation

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization described in section 501(c)(3) of the Internal Revenue Code. The corporation shall not operate for pecuniary profit, and no part of the net earnings of the corporation shall inure in whole or in part to the benefit of any person having a personal and private interest in the activities of the corporation.

Article 4.

Perpetual Existence

The corporation shall have perpetual existence.

Article 5.

Principal Office and Mailing Address

The street address of the initial principal office, and mailing address, of the corporation is as follows:

2106 Drew Street, Suite 103
Clearwater, Florida 34625

Article 6.

Board of Directors

- Corporate Powers. All corporate powers shall be exercised by or under the authority, and the affairs of the corporation shall be managed under the direction, of a Board of Directors, except as shall otherwise be prescribed by law or these Articles of Incorporation.
- Qualification. Directors shall be natural persons, eighteen (18) years of age or older, and residents of the State of Florida.
- Number. The number of persons comprising the initial Board of Directors shall be three (3). The number of persons comprising the full Board of Directors may be increased or decreased, from time to time, as provided for in the Bylaws, but shall not be more than nine (9) nor less than three (3) directors.
- Initial Board of Directors. The names and addresses of the individuals who shall serve as the initial directors of the corporation are as follows:

<u>Name:</u>	<u>Address:</u>
GARY A. DRESDEN, M.D.	Drew Street, Suite 103 Clearwater, Florida 34625
HAROLD J. TICKIN, M.D.	Drew Street, Suite 103 Clearwater, Florida 34625
MELINDA S. MILLER	Drew Street, Suite 103 Clearwater, Florida 34625

- Election/Appointment and Term. The members comprising the full Board of Directors shall be elected to office by the affirmative vote of the holders of a majority of the shares of the issued and outstanding voting common capital stock of American Medical Management, Inc., a Florida corporation, or any corporate successor-in-interest to American Medical Management, Inc. Each member of the initial Board of Directors shall hold office until the director's successor shall have been elected or appointed and qualified, or until the director's earlier resignation, removal from office,

or death. Directors may be divided into classes and the terms of office of the several classes need not be uniform.

- Quorum and Voting. A majority in number of the members comprising the full Board of Directors shall constitute a quorum of the Board of Directors. The affirmative vote of a majority in number of the members comprising the full Board of Directors shall be the act of the Board of Directors.
- Organizational Meeting. The initial Board of Directors named in these Articles of Incorporation shall hold an organizational meeting, at the call of a majority of the directors, for the purpose of completing the organization of the corporation by appointing officers, adopting Bylaws, and carrying on any other business brought before the meeting.
- Removal From Office. A member of the Board of Directors may be removed from office pursuant to the procedures provided in the corporation's bylaws, and as otherwise provided by law.

Article 7.

Officers

The corporation shall have the officers described in the corporation's Bylaws who shall be elected or appointed by the Board of Directors at such time and for such terms as shall be provided in the Bylaws. Each officer shall have the authority and shall perform the duties set forth in the Bylaws or, to the extent consistent with the Bylaws, the duties prescribed by the Board of Directors or by the direction of any officer authorized by the Bylaws or the Board of Directors to prescribe the duties of other officers.

Article 8.

Registered Office and Registered Agent

The street address of the corporation's initial registered office shall be:

2106 Drew Street, Suite 103
Clearwater, Florida 34625

The name of the corporation's initial registered agent at that address shall be DEZRA OWENS. A written acceptance by DEZRA OWENS of appointment as the corporation's initial registered agent as required by the provisions of Section 617.0501, FLORIDA STATUTES, is attached to or set forth at the end of these Articles of Incorporation.

Article 9.

Incorporators

The name and address of each incorporator is as follows:

<u>Name:</u>	<u>Address:</u>
HAROLD J. TICKTIN, M.D.	2106 Drew Street, Suite 103 Clearwater, Florida 34625
MELINDA S. MILLER	2106 Drew Street, Suite 103 Clearwater, Florida 34625
ROBIN L. RYGIEL	2106 Drew Street, Suite 103 Clearwater, Florida 34625

Article 10.

Membership

The corporation shall not have members.

Article 11.

Corporate Bylaws

The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws, in whole or in part, or adopt new Bylaws, shall be vested in the Board of Directors.

Article 12.

Distribution of Assets on Dissolution

Except as otherwise expressly provided by law, upon dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all liabilities and obligations of the corporation, shall transfer all of the corporation's remaining assets to one or more organizations, as determined by the Board of Directors, that are organized, operated, and qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code, and that are exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code.

Article 13.

Amendments

These Articles of Incorporation may, from time to time, be amended or revoked, in whole or in part, or supplemented. Any proposed amendment or revocation, in whole or in part, or supplementation of these Articles of Incorporation shall be adopted by the affirmative vote of the holders of a majority of the shares of the issued and outstanding voting common capital stock of American Medical Management, Inc., a Florida corporation, or any corporate successor-in-interest to American Medical Management, Inc. No person shall have a vested property right resulting from any provision in these Articles of Incorporation, including, without limiting the generality of the foregoing, the provisions relating to management, control, purpose, or duration of the corporation.

IN WITNESS WHEREOF, the undersigned, acting as incorporators, have executed these Articles of Incorporation.

Harold J. Ticktin, M.D.
HAROLD J. TICKTIN, M.D., Incorporator

M. Linda S. Miller
MELINDA S. MILLER, Incorporator

Robin L. Rygiel
ROBIN L. RYGIEL, Incorporator

ACCEPTANCE AND ACKNOWLEDGMENT

[Attachment to the Articles of Incorporation of All Women's Family Planning Center, Inc.]

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 Section 607.050, FLORIDA STATUTES.

Dezra Owens
DEZRA OWENS
Registered Agent

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 JUL 11 AM 10:45

FILED