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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 25, 1996

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/16/96--01121--016
*****71.50 *****71.50

Re: Larry Paul Mays Medical Fund, Inc.

Dear Sir:

Enclosed are two executed copies of the articles of incorporation for the above referenced not-for-profit corporation together with a check for \$71.50.

Sincerely,


J. Stephen Crawford

7/17/96

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

LARRY PAUL MAYS MEDICAL FUND, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a natural persons, do hereby act as an incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a not-for-profit corporation.

**ARTICLE I
NAME**

The name of the corporation ("Corporation") shall be Larry Paul Mays Medical Fund, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this Corporation shall be 5129 Castello Drive, Suite 1, Naples, Florida 33940.

**ARTICLE III
PURPOSES**

The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to sponsoring, organizing, administering, enhancing and operating facilities and programs for the care and treatment of persons afflicted by kidney disease and similar or related disorders, and activities that benefit the public. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which not for profit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act; and to do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

**ARTICLE IV
DURATION**

The duration (term) of the Corporation shall be perpetual.

**ARTICLE V
NO MEMBERS**

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

**ARTICLE VI
NOT FOR PROFIT**

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under §501(c)(3) of the United States Internal Revenue Code of 1968 (the "Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under §501(c)(3) of Code. the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth in Article 7 (Purposes) hereof.

**ARTICLE VII
IMMUNITY STATUS**

It is intended that the Corporation shall qualify as a cultural or educational institution within the United States under Title 22, United States Code, §2459 ("Immunity from seizure under judicial process of cultural objects imported for temporary exhibition or display). This qualification shall not interfere with the tax exempt status of the Corporation.

**ARTICLE VIII
BOARD OF DIRECTORS**

The manner in which the directors are elected and appointed shall be as stated in the bylaws. The initial directors of the Corporation shall be Linda O. Crawford, who shall have a term of three years; Tonya L. Mays, who shall have a term of two years; and Scott A. Mays, who shall have a term of one year. Thereafter the Board of Directors shall elect one directors annually for a term of three years. Existing directors may be elected. Any Director may be removed by affirmative vote at least two-thirds of the Board of Directors.

**ARTICLE IX
LIMITATION ON CORPORATE POWERS**

The corporate powers of this corporation are as provided in §617.0302, Florida Statutes, unless limited as follows: No power shall be exercisable or exercised in a

manner which would cause the corporation to lose its status as a tax exempt charitable organization under §501(c)(3) of the Internal Revenue Code.

ARTICLE X IMMUNITY STATUS

It is intended that the Corporation shall qualify as a cultural or educational institution within the United States under Title 22 United States Code Section 2459 ("Immunity from seizure under judicial process of cultural objects imported for temporal, exhibition or display"). This qualification shall not interfere with the Corporation's tax exempt status

ARTICLE XI TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code and which is other than a private foundation as defined in §509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under §501(c)(3) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XII DISSOLUTION

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, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in §170(c)(1) or §170(c)(2)(B) of the Internal Revenue Code of 1986 and is described in §509(a)(1), (2) or (3) of said Code.

**ARTICLE XIII
BOARD OF DIRECTORS**

There shall be a Board of Directors consisting of at least three (3) individuals. initial Directors are elected by the Incorporators. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws.

**ARTICLE XIV
OFFICERS**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

**ARTICLE XV
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE XVI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

**ARTICLE XVII
INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Chapter 617, Florida Statutes. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**ARTICLE XVIII
INITIAL REGISTERED AGENT AND STREET ADDRESS**

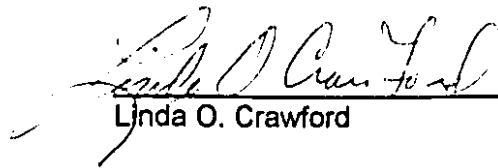
The name and street address of the Corporation's initial registered agent is Linda O. Crawford, 5129 Castello Drive, Suite 1, Naples, Florida 33940.

ARTICLE VIX
INCORPORATOR

The name and street address of the incorporator is Linda O. Crawford, 9912
Treasure Cay Lane, Bonita Springs, Florida.

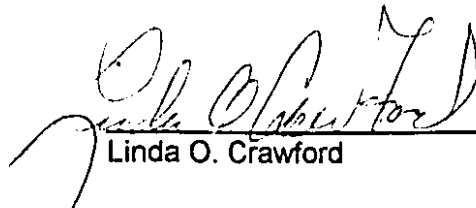
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CLERK OF THE COURT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on June 18, 1996.


Linda O. Crawford

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Larry Paul Mays Medical Fund, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to §617.0501, Florida Statutes.


Linda O. Crawford