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LOWNDES, DROSDICK-

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CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR &
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DEPARTMENT OF STATE

STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: MARQUIS CENTER ALLIED HEALTH SERVICES, INC.

FAX AUDIT NUMBER: H96000010565

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/31/1996

TIME REQUESTED: 08:54:25

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072720000036

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1996

LOWNDES DROSDICK DOSTER KANTOR &

ORLANDO, FL 32801

SUBJECT: MARQUIS CENTER ALLIED HEALTH SERVICES, INC.
REF: W96000016004

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6934.

Loria Poole
Corporate Specialist

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Received
Date 7/31/96
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ARTICLES OF INCORPORATION
OF
MARQUIS CENTER ALLIED HEALTH SERVICES, INC.
A Florida Nonprofit Corporation

ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be MARQUIS CENTER ALLIED HEALTH SERVICES, INC. The mailing address of the corporation is 2775 Garrison Avenue, Port St. Joe, Florida 32456. The principal office of this corporation shall be at 2775 Garrison Avenue, Port St. Joe, Florida 32456.

ARTICLE II
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 2775 Garrison Avenue, Port St. Joe, Florida 32456 and the name of the initial registered agent for the corporation shall be James F. Heckin, Jr., whose street address is 215 N. Eola Drive, Orlando, Florida 32801.

ARTICLE III
SPECIFIC AND GENERAL PURPOSES

Section 1. The specific and primary purpose for which this corporation is formed is to own and operate a corporation to provide education to health care personnel and others about current methods of health care delivery and related topics in the health care field.

Section 2. The general purposes for which this corporation is organized are exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

This instrument was prepared by:
James F. Heckin, Jr., Esq.
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 N. Eola Drive
Post Office Box 2809
Orlando, Florida 32802-2809
(407)843-4600
Florida Bar Number: 0302694

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Marquis Center Allied Health Services, Inc.
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Section 4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV
POWERS

This corporation shall be authorized to exercise the powers permitted nonprofit corporations under Chapter 617 of Florida Statutes; provided, however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V
MEMBERSHIP

The qualification for members and the manner of their admission shall be as regulated by the Bylaws.

ARTICLE VI
TERM

This corporation shall have perpetual existence unless sooner dissolved according to law.

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ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

James F. Heckin, Jr.
215 N. Eola Drive
Post Office Box 2809
Orlando, Florida 32802-2809

ARTICLE VIII
BOARD OF TRUSTEES

Section 1. The number of trustees constituting the first Board of Trustees of the Corporation shall be three (3). Thereafter, the number of trustees constituting the Board shall be as provided in the Bylaws of the corporation; provided, however, that there shall never be less than three (3) trustees.

Section 2. The names and addresses of the first Board of Trustees who shall serve until their successors are appointed at the first annual meeting of the membership of the corporation are as follows:

Kambra Dasuta
8428 Sea Glen Drive
Las Vegas, NV 89128

Hubert E. Steeley
2775 Garrison Avenue
Pott St. Joe, FL 32456

Carole Clark
6060 Jefferson Ave., Suite 1005
Newport News, VA 23605

ARTICLE IX
DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer, director or member of the corporation or to the benefit of any private individual.

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When appropriate, the Board of Trustees may determine to reasonably compensate any officer, director or member of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.


ARTICLE X
BYLAWS

Subject to any limitations at any time contained in the Bylaws of this corporation and in Chapter 517, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Trustees or in the manner at any time provided in the Bylaws.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Trustees and without the approval of its members unless the Bylaws of this corporation otherwise require.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 31 day of July, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


James F. Heckin, Jr.
Its Incorporator

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(CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.)

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Marquis Center Allied Health Services, Inc., desiring to organize under the laws of the State of Florida with its initial principal office and mailing address, as indicated in the Articles of Incorporation, at 2775 Garrison Avenue, City of Port St. Joe, County of Gulf, State of Florida, has named James F. Heckin, Jr., located at 215 N. Eola Drive, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open the registered office.


James F. Heckin, Jr.
Registered Agent

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