



THE UNITED STATES  
CORPORATION  
COMPANY

N 97000007144

ACCOUNT NO. : 072100000032

REFERENCE : 649177 88335A

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : December 24, 1997

ORDER TIME : 12:01 PM

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CUSTOMER NO: 88335A

CUSTOMER: Mark F. Dahle, Esq  
MARK F. DAHLE, ESQ

P.o. Box 6629

Lakeland, FL 33807-6629

DOMESTIC FILING

NAME: POLK COUNTY HEALTH  
IMPROVEMENT COUNCIL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION  
OF THE  
POLK COUNTY HEALTH IMPROVEMENT COUNCIL, INC.**

a Florida Not-for-profit Corporation

The undersigned subscribers to these Articles of Incorporation, each natural person competent to contract, hereby form a Corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be POLK COUNTY HEALTH IMPROVEMENT COUNCIL, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- (a) To promote and ensure the highest level of health attainable for every resident of Polk County by enabling people and organizations to join together to :
  - (i) Identify, prioritize and anticipate health needs of Polk County residents; facilitate and monitor equitable, effective utilization of resources to meet these health needs. This Corporation shall be operated exclusively for these charitable and educational purposes with the meaning of §501 (C) (3) of the Internal Revenue Code or the successor provision as now in effect or as may hereafter be amended;
  - (ii) Work for the elimination of conditions causing health problems;
  - (iii) Prepare, implement and monitor a community health plan that

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addresses health promotion, health awareness, health education and the effective, efficient delivery of preventative and primary health care services specific to Polk County residents;

(iv) Promote effective teamwork and coordination of effort among individuals, community agencies and organizations, both governmental and non-governmental;

(v) Foster the attitude of self-reliance on the individual, family and community levels such that appropriate responsibility is taken at each respective level to achieve and maintain healthy lifestyles;

(vi) Engage in the direct operation of health programs when deemed necessary for the benefit of the community.

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries.

(c) To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in

the same character of business, if not inconsistent with the not-for-profit nature of this Corporation.

(f) To guarantee endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(g) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory, county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(h) To carry on, enter into, and carry out any arrangements which may be deemed to be consistent with the purpose of the Corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and

to aid in any way the formation of any corporation, association, or organization of any kind, domestic, or foreign, for any such purpose.

(i) To lend money on time or call and with or without collateral security, and to give credit to individuals, corporations, association, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the corporation as collateral security for any loans.

(j) To cause or to allow the legal title, and any estate, right or interest in any property whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Corporation, or upon any other terms or conditions, which the Board may consider for the benefit of the Corporation.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country, consistent with the purposes of the Corporation.

(l) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(m) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(n) to purchase or otherwise acquire, own, hold, mortgage, pledge, sell exchange, or otherwise dispose of and deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(o) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide establish, maintain, hold, lease, and operate factories, warehouse, agencies, buildings, structures, offices, houses works, machinery, plants and all other things of whatsoever kind and nature, within and without the State of Florida, and in any of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(p) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use own, operate, and introduce, and to sell, assign or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of , or otherwise deal with any such trademarks, patents, licenses, processes and the like, or

any such property or rights, and further, to purchase, acquire, apply for, register, secure, hold, own or sell, or otherwise dispose of any and all copyrights, trademarks, trade names and distinctive marks.

(q) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to fulfill the purposes of the Corporation.

(r) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the State of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(s) The foregoing enumerated objectives, purposes and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights and privileges granted by corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

### ARTICLE III. TERM OF EXISTENCE

This Corporation shall commence existence upon filing and exist perpetually.

#### ARTICLE IV. ADDRESS

The principal place of business and the mailing address of this corporation shall be: Polk County Health Improvement Council, c/o The Polk County Health Department, 1290 Golfview Avenue, 4<sup>th</sup> Floor, Bartow, Florida 33830.

#### ARTICLE V. MEMBERS

The corporation shall have members, the private property of whom shall not be liable for the debts of the Corporation. The members of the Corporation shall be those persons serving, from time to time, on the Board of Directors of the Corporation and such other persons as may be defined in the By-laws. Qualifications, admission, termination and all other terms and conditions of membership shall be set by the By-laws of the Corporation as they now or hereafter exist from time to time.

#### ARTICLE VI. ELECTION OF BOARD OF DIRECTORS

This Corporation shall initially have four (4) Directors who shall serve without compensation. The number of Directors may be changed, from time to time, by the By-laws of the Corporation, but shall never be less than four (4). The Board of Directors shall be members of the Corporation.

The By-laws may indicate the manner of the election of Directors. Director seats may be arranged with staggered terms and election years, as specified in the By-laws. Director action shall require a majority of those present (in person or by electronic medium) to constitute an act of the Board. A majority of the currently elected Directors shall be required to be present (in person or by electronic medium) to constitute a quorum to enable the Board to take any action.



## ARTICLE VII. OFFICERS

The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as may be identified by the Corporation By-laws. The names of the persons who are to serve as officers of the Corporation and initial members of the Board of Directors are:

### OFFICERS

President:  
Vice President:  
Secretary:  
Treasurer:

### BOARD MEMBER

N. David Bowman, MBA  
Lynne Sweeney, M.D., M.P.H.  
Catherine Price  
Sherwood D. Smith

## ARTICLE VIII. INCORPORATORS

The names and street address of the Incorporators for these Articles of Incorporation are:

N. David Bowman  
Bond Clinic, P.A.  
500 East Central Avenue  
Winter Haven, FL 33880

Lynne Sweeney, M.D., M.P.H.  
1290 Golfview Avenue  
4<sup>th</sup> Floor  
Bartow, FL 33830

## ARTICLE IX. LIMITATIONS OF CORPORATE POWERS

In order to promote the purposes of this Corporation, it may acquire property by grant, purchase, devise or bequest and hold and dispose of such property as the Corporation shall require for the benefit of the members and others, but not for monetary profit.

#### ARTICLE X. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is: Daniel O. Haight, M.D., Director, c/o The Polk County Health Department, 1290 Golfview Avenue, 4<sup>th</sup> Floor, Bartow, Florida 33830.

#### ARTICLE XI. DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501 (C) (3) of the Internal Revenue Code as the Board shall determine. In no event shall any of such assets or property be distributed to any member, advisor, officer or any private individual.

#### ARTICLE XII. BY-LAWS

The Board of Directors of this Corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary, from time to time. Upon proper notice, the By-laws may be amended, altered, or rescinded by a two-thirds (2/3) majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

### ARTICLE XIII. DUPLICATE CERTIFICATES

Duplicate certificates of membership may be issued pursuant to this charter for such certificates as may have been lost or destroyed, together with a bond of indemnity with satisfactory security as determined by the Board of the Corporation, conditioned upon loss of consequence of issue of said duplicate certificate. Each duplicate certificate will be marked in all capital letters, bold print **DUPLICATE**. The number of the certificate being replaced will be clearly indicated on the duplicate certificate.

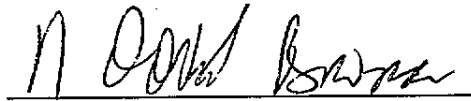
### ARTICLE XIV. EXEMPTION STATUS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity or amend the Articles in any way, which would prevent it from obtaining exemption from Federal income taxation as a Corporation described in § 501 (C) (3) of the Internal Revenue Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 170 (C) (2) of the Internal Revenue Code.

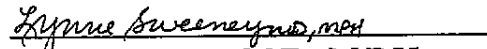
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any advisor or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501 (h) of the Internal Revenue Code and any corresponding laws of the

State of Florida), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of, or in opposition to, any candidate for public office.



N. David Bowman  
Incorporator  
Bond Clinic, P.A.  
500 East Central Avenue  
Winter Haven, FL 33880



Lynne Sweeney, M.D., M.P.H.  
Incorporator  
1290 Golfview Avenue  
4<sup>th</sup> Floor  
Bartow, Florida 33830

CERTIFICATE OF DESIGNATED REGISTERED AGENT

In compliance with Chapter 48 and 607 Florida Statutes, POLK COUNTY HEALTH IMPROVEMENT COUNCIL, INC. does hereby designate DANIEL O. HAIGHT, M.D. as registered agent.

Having been named as registered agent of the foregoing POLK COUNTY HEALTH IMPROVEMENT COUNCIL, INC., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects. 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, including, but not limited to, accepting service of process for the above-named corporation.

Daniel Haight, MD  
Daniel O. Haight, M.D.

Date: 12-19-97

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STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 19<sup>th</sup> day of December, 1997, by N. DAVID BOWMAN, the person named in the foregoing Articles of Incorporation as Incorporator, who is personally known to me.



Suzanne M. Woodland  
Name:  
Notary Public State of Florida  
My commission expires: 4/30/97

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 22<sup>nd</sup> day of December, 1997, by LYNNE SWEENEY, M.D., the person named in the foregoing Articles of Incorporation as Incorporator, who is personally known to me.



Carole L. Harrison  
MY COMMISSION # CC530684 EXPIRES  
March 20, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

Carole L. Harrison  
Name:  
Notary Public State of Florida  
My commission expires: