

N970000007163

TRANSMITTAL LETTER

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

FILED
97 DEC 26 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Manasota Dietetic Association Incorporated
(Proposed corporate name - must include suffix)

400002338544--2
-11/05/97--01039--006
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input checked="" type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Manasota Dietetic Assoc.
Name (Printed or typed)

c/o Sarasota Memorial Hospital Food/nutrition
Address Department

1700 South Tamiami Trail, Sarasota, FL.
City, State & Zip

34239

941 - 917 - 6038
Daytime Telephone number

W97-25196

NOTE: Please provide the original and one copy of the articles.

mc 12/27/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1997

MANASOTA DIETETIC ASSOCIATION INCORPORATED
C/O SARASOTA MEMORIAL HOSPITAL
1700 S. TAMiami TR. FOOD/NUTRITION DEPT.
SARASOTA, FL 34239

SUBJECT: MANASOTA DIETETIC ASSOCIATION INCORPORATED
Ref. Number: W97000025196

We have received your document for MANASOTA DIETETIC ASSOCIATION INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE REGISTERED AGENTS NAME AND ADDRESS MUST BE CONSISTENT IN THE DOCUMENTS. IN ARTICLE V YOU LIST THE REGISTERED AGENT AS PRESIDENT ELECT YOU MUST LIST THE PERSONS NAME IN THE ARTICLES.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 897A00053659

**ARTICLES OF INCORPORATION
OF
Manasota Dietetic Association Incorporated**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, do hereby state the Articles of Incorporation of Manasota Dietetic Association incorporated, and agree and certify as follows:

ARTICLE I

The name of the Corporation shall be:

Manasota Dietetic Association Incorporated
c/o Sarasota Memorial Hospital
Food and Nutrition Department
1700 South Tamiami Trail
Sarasota, Florida 34239

FILED
97 DEC 26 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence on the filing of these articles of incorporation and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

(1) The general purpose of this corporation shall be to advocate the dietetic profession serving the public through promotion of optimal nutrition, health and well being. This corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit".

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantee and incur liabilities, borrow money at such rates of interest as its Board of Trustees may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all power and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, education purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Trustees shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

(2) The Corporation is organized exclusively for charitable, scientific, educational, and literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, Officers or other private persons, except that 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 this Article. 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 (including the publishing of distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on by (a) a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

MEMBERSHIP

The members of this not for profit corporation, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be, Sarasota Memorial Hospital, Food and Nutrition Department, 1700 South Tamiami Trail, Sarasota, Florida 34239 and the registered agent of the Corporation at that address shall be *Laura McLeary* of Manasota Dietetic Association Incorporated. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of all elected officers and the appointed Chairperson of the standing committees. The number of Directors may either increased or diminished from time to time as provided in the Bylaws. The manner in which directors are elected or appointed is as stated in the Bylaws. Directors may be removed as stated in the Bylaws. The Directors are as follows:

President
President Elect
Treasurer
Secretary
Standing Committee Chairpersons
Nominating Committee Chairpersons
Education
Finance
Public Relations & Community Nutrition
Legislative & Public Policy
By-laws and Parliamentary

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles as incorporated is:

(ATD)
(ATD) Adeana Tanko Osika
8452 Gardens Circle #1 8028 Desoto Wood Dr
Sarasota, FL 34243



Robert D. Beard
ROBERT D. BEARD
My Comm Exp. 5/04/99
Bonded By Service Inc.
No. CC459925
I Personally Know

ARTICLE VIII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is:

Laura McLeroy
2273 Cork Oak West
Sarasota, FL 34232

ARTICLE IX

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its Directors, Officers, Members and Agents, and former Directors, Officers, Members and Agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said Director, Officers, Members and Agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XI

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Trustees is subject to this reservation.

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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized as operated exclusively for such purposes.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles

of Incorporation declaring and certifying that the facts stated herein are true, and hereby
subscribe thereto and hereunto set her hand and seal this third day of November,
1997.

Adeana Janko Osikappo, in
Manatee Dutch Association

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 3
day of Nov, 1997 by _____, who is personally known to me or who has
produced identification and who took an oath/affirmed.

Robert D. Beard
Notary Public

My commission Expires: 5/04/99

read comment block



ROBERT D. BEARD
My Comm Exp. 5/04/99
Bonded By Service Ins
No. CC459925

☒ Personally Known

☐ Other

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Manasota Dietetic Association Incorporated, desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office and principle place of business at

Sarasota Memorial Hospital
Food and Nutrition Department
1700 South Tamiami Trail
Sarasota, Florida 34239

as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 3 day of November, 1997.

Robert D. Beard



ROBERT D. BEARD
My Comm Exp. 5/04/99
Bonded By Service Ins
No. CC459925
☒ Personally Known ☐ Other

Laura L. McLeary

Name of Registered Agent
Registered Agent

FILED
97 DEC 26 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA