

N98000000613

TRANSMITTAL LETTER

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

SUBJECT: Gainesville Osteoporosis Support Group
(Proposed corporate name - must include suffix)

800002418128--3
-02/02/98--01026--019
*****70.00 *****70.00

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

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Betty Ann Borresen
Name (Printed or typed)

4000 S.W. 47th Street, L-12
Address

Gainesville, FL 32608
City, State & Zip

(352) 377-4505
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98FEB-2 PM 1:55

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

ARTICLES OF INCORPORATION
OF
GAINESVILLE OSTEOPOROSIS SUPPORT GROUP, INC.

FILED STATE
SECRETARY OF CORPORATIONS
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KNOW ALL MEN BY THESE PRESENTS that the undersigned, acting incorporators of a corporation under Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be GAINESVILLE OSTEOPOROSIS SUPPORT GROUP, INC.

ARTICLE II-PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office and mailing address for the transaction of business of this corporation shall be WOMENS MEDICAL AND DIAGNOSTIC CENTER, 222 S.W. 36th Terrace, Gainesville, FL 32607.

ARTICLE III-TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE IV- PURPOSES

The corporation is organized pursuant to the provisions of the general non-profit corporation law of the State of Florida.

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and including, to the extent permitted by said section, the following:

A. To provide and make available education and educational materials for the purpose of helping those persons who would benefit from the knowledge about osteoporosis, its prevention and treatment.

B. To provide financial support to those persons who are in need of medical services for osteoporosis, including, but not limited to, diagnostic services and treatment of osteoporosis.

C. To exercise all rights and powers conferred on not for profit corporations under the laws of Florida, provided however, that the corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific and primary charitable and educational purposes of the corporation. All of the foregoing purposes and powers shall be exercised exclusively for those charitable and educational purposes and shall be exercised in such manner that the corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as it is currently or hereafter may be in force and effect;

D. The corporation shall not devote more than an insubstantial part of its activities to the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, directly or indirectly, any political campaign on behalf of or in opposition to, any candidate for public office;

E. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986, and Florida Statutes, Chapter 617 as the same may be amended from time to time or by any organization contributions to which are deductible under Section 170 (e)(2) of the Internal Revenue Code of 1986, now existing or hereafter amended. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization as defined in Treasury Regulation Section 1.501(c)(3) -1(c)(3);

F. The corporation is and shall remain a corporation not for profit. The corporation shall not have nor issue shares of stock. The corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the members thereof, or to any individual, 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 its specific and primary purposes.

ARTICLE IV-DIRECTORS

The affairs of the corporation shall be conducted and managed by a Board of Directors consisting of not less than three, as fixed from time to time by the bylaws of the corporation. Directors shall be elected or appointed in the manner provided in the bylaws of the corporation.

ARTICLE V- OFFICERS

The names of the initial board of directors are

President: Peggy Zelonka, 4135 N.W. Alpine Drive, Gainesville, Fl 32605.
Secretary: Patricia Sherry, 9511 S.W. 56th Place, Gainesville, Fl. 32608.

Treasurer: Hugo Borresen, 4000 S.W. 47th Street, L-12, Gainesville, Fl. 32608.

ARTICLE VI-AMENDMENTS

These Articles of Incorporation may be amended in the manner provided in the Bylaws of the corporation.

ARTICLE VII- INCORPORATORS

The names and addresses of the incorporators for these Articles of Incorporation are: Hugo Borresen and Betty Ann Borresen, 4000 S.W. 47th Street, L-12, Gainesville, Fl. 32608.

ARTICLE VIII-DISSOLUTION

The property, assets, profits, and net income of the corporation are irrevocably dedicated to charitable and educational purposes, and no part of the profit or net earnings of the corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any individual or any private shareholder.

No persons, firm or corporation shall ever receive any dividends or profits from the undertaking of the corporation. In the event of dissolution of the corporation, the residual assets of the corporation remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed to one or more organizations, which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, exclusively to accomplish public purposes and none of the assets will be distributed to any member, director, officer, or trustee of this corporation.

Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located.

In the event this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986; shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

ARTICLE X-REGISTERED AGENT

The name of the initial registered agent and street address of the initial registered office of the corporation shall be

BETTY ANN BORRESEN, 4000 S.W. 47th Street, L-12, Gainesville, FL 32608.

IN WITNESS WHEREOF, the subscribers hereby set their hands and seals
this ____ day of _____, 1998.

James C. Link (SEAL)
Charlotte Ginton (SEAL)
Carol D. Levengood (SEAL)

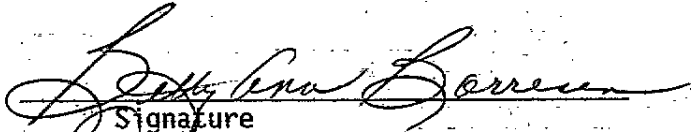
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

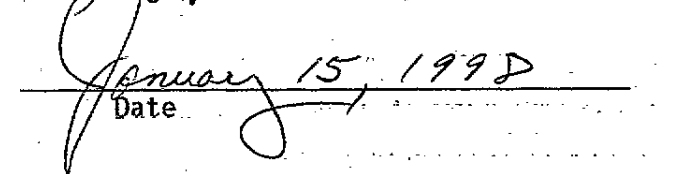
Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is GAINESVILLE OSTEOPOROSIS SUPPORT GROUP, INC.

2. The name and address of the registered agent and office is: BETTY ANN BORRESEN, 4000 S.W. 47th Street, Gainesville, FL 32608.

Having been named as registered agent to accept service of process of the above stated corporation at the place designated in this certificate, 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 state that I am familiar with and accept the obligations of my position as registered agent.


Signature


Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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