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May 11, 1998

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-05/13/98-01036-009-8  
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Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: SAINT PANTELEIMON ORTHODOX MISSIONARY CLINIC, INC.

Dear Sirs:

We enclose original and one copy of the Articles of Incorporation to be filed for the above corporation.

We also enclose check for \$122.50 for filing fee and for one certified copy of this Charter.

Thank you.

Very truly yours,

*K. Jean Looney*  
K. Jean Looney

KJL/ejc  
Encls.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 13 AM 11:54

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 13 AM 11:54

**ARTICLES OF INCORPORATION  
OF**

**SAINT PANTELEIMON ORTHODOX MISSIONARY CLINIC, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be: SAINT PANTELEIMON ORTHODOX MISSIONARY CLINIC, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

443 Pent Street, Tarpon Springs, Pinellas County, Florida 34689

**ARTICLE III**

**NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. 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 Members, Trustees or Officers, except to the extent permissible under law.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is: Gus M. Bilirakis, 4538 Bartelt Road, Holiday, Florida 34690.

## **ARTICLE V**

### **PURPOSES**

The Corporation is exclusively organized, and shall be operated exclusively for, the following charitable, scientific and educational purposes:

A. To provide quality, cost effective health care and legal and spiritual guidance to the community.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use supply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

## **ARTICLE VI**

### **POWERS**

A. The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed therein upon such corporations.

B. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes including, but not limited to, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article V hereof. 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 publication or distribution of statement) any political campaign on behalf of any candidate for public office. 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 section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of the IRC and regulations as they now exist or hereafter may be amended, or by a corporation organized under Florida Statute Chapter 617.

D. Without limiting the foregoing, the Corporation shall have the power to:

(1) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(2) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

## **ARTICLE VII**

### **MEMBERSHIP**

The Corporation shall have no voting members. The Corporation may, in the Corporation's Bylaws, establish memberships and classes and the relative rights of such classes. However, no class of membership shall have voting rights unless the Articles of Incorporation are amended to so provide.

## **ARTICLE VIII**

### **EXISTENCE**

The Corporation shall have perpetual existence, unless dissolved by law.

## **ARTICLE IX**

### **BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors. Such actions may be taken at any duly called meeting of the Board of Directors. Notice of a duly called meeting for proposed action on the Bylaws is required. Approval of any action on the Bylaws shall require a majority of all directors.

**ARTICLE X**  
**DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI**  
**INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is:  
Zoe JoAnna Papadakos, 443 Pent Street, Tarpon Springs, Florida 34689

**ARTICLE XII**  
**INITIAL BOARD OF TRUSTEES**

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is 11. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Board of Trustees shall be self-perpetuating. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name	Address
<u>Zoe JoAnna Papadakos</u>	<u>443 Pent Street Tarpon Springs, Florida 34689</u>
<u>Gus M. Bilirakis</u>	<u>4538 Bartelt Road Holiday, Florida 34690</u>

<u>George Billiris</u>	<u>Palm Harbor Physical Therapy 2323 Curlew Road, Suite 6C Palm Harbor, Florida 34683</u>
<u>Vasilie Faklis</u>	<u>Faklis Orthopedic Services 139 Tarpon Avenue Tarpon Springs, Florida 34689</u>
<u>Rena Faklis</u>	<u>Faklis Orthopedic Services 139 Tarpon Avenue Tarpon Springs, Florida 34689</u>
<u>Kally Katsaras</u>	<u>1438 Coburn Drive Tarpon Springs, Florida 34689</u>
<u>John Koulianos</u>	<u>1020 Peninsula Avenue Tarpon Springs, Florida 34689</u>
<u>Fr. Nicholas Nichols</u>	<u>St. George Greek Orthodox Church 9426 Little Road New Port Richey, Florida 34653</u>
<u>Maryanne Fisher</u>	<u>Fisher Medical 2333 Feathersound Drive, Suite 605 Clearwater, Florida 34622</u>
<u>Michael A. Pikos, DDS</u>	<u>2711 Tampa Road Palm Harbor, Florida 34684</u>
<u>Laura Tasis</u>	<u>4652 Taray Lane Holiday, Florida 34690</u>

### ARTICLE XIII

#### OFFICERS


The Officers of the Corporation shall consist of a President, Vice President/Secretary, Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

	Name	Address
PRESIDENT:	<u>Zoe JoAnna Papadakos</u>	<u>443 Pent Street</u> <u>Tarpon Springs, Florida 34689</u>
VICE PRESIDENT:	<u>Lesa Lyles Grosser</u>	<u>4909 Mirage Avenue</u> <u>Holiday, Florida 34690</u>
TREASURER/ SECRETARY:	<u>Betsy Charlotte Parker</u>	<u>2225 South Lagoon</u> <u>Clearwater, Florida 34625</u>

#### ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

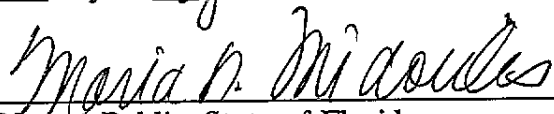
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of April, 1998.

  
Zoe JoAnna Papadakos,  
 Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

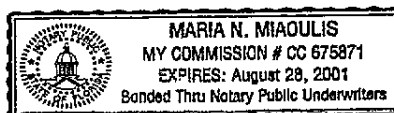
Before me personally appeared Zoe JoAnna Papadakos, to me well known and known to me to be the person described in and who executed the foregoing instrument, and severally acknowledged to and before me that she executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 8th day of April, 1998, in the aforesaid County and State.

  
Maria N. Miaoulis  
 Notary Public, State of Florida  
 Printed Name:

My Commission Expires:

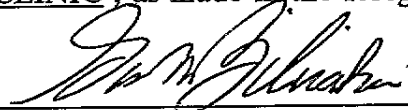
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DIVISION OF CORPORATIONS  
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of SAINT  
PANTELEIMON ORTHODOX MISSIONARY CLINIC, as made in the foregoing  
Articles of Incorporation.

  
\_\_\_\_\_  
Gus M. Bilirakis

Date: April 8, 1998