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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

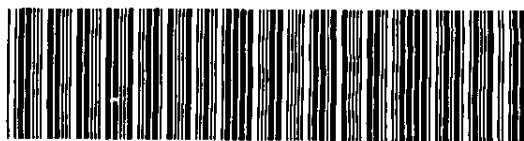
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amended/Restated
C15
(10) 11.13.13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Neighborhood Health Clinic, Inc.

DOCUMENT NUMBER: N98000006624

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John P. Cardillo, Esq.

(Name of Contact Person)

Cardillo, Keith & Bonaquist, P.A.

(Firm/ Company)

3550 Tamiami Trail E.

(Address)

Naples, FL 34112

(City/ State and Zip Code)

johnpcardillo@ckblaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John P. Cardillo, Esq.

(Name of Contact Person)

at (239) 774-2229

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|---|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

NOV 12 2013



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 6, 2013

JOHN P. CARDILLO, ESQ.
CARDILLO, KEITH & BONAQUIST, P.A.
3550 TAMiami TRAIL E
NAPLES, FL 34112

SUBJECT: NEIGHBORHOOD HEALTH CLINIC, INC.
Ref. Number: N98000006624

We have received your document for NEIGHBORHOOD HEALTH CLINIC, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ Please entitle the document Amended and Restated throughout.
- ✓ If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.
- If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of 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 (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 213A00025806

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FOR

Neighborhood Health Clinic, Inc.

(A Florida Not for Profit Corporation)

ARTICLE I

Corporate Name, Principal Office and Mailing Address

The name of this corporation is the Neighborhood Health Clinic, Inc.

The principal office of this corporation is: 121 Goodlette Road North, Naples, Florida 34102.

The mailing address of this corporation is the same.

ARTICLE II

Corporate Nature

This is a not for profit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes;

B. To operate a not for profit medical clinic to provide medical care to indigent persons who qualify; and

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C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operation foundations.

ARTICLE V

Membership

The Board of Directors will constitute the membership. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments, if any, and the method of collecting dues and assessments shall be as regulated in the By-laws.

ARTICLE VI

Board of Directors

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons and not more than twenty-one (21), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the members at which time an election of Directors shall be held as provided for in the By-Laws.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in the office. Annual meetings shall be held at 121 Goodlette Road North, Naples, Florida during the month of September of each year, or at such other place or places and time as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one member of the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation

authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
William P. Lascheid, M.D.	4005 Gulf Shore Blvd. North Naples, Florida 34103
Nancy C. Lascheid	4005 Gulf Shore Blvd. North Naples, Florida 34103
John P. Cardillo, Esq.	395 Ridge Drive Naples, Florida 34108

ARTICLE VII

Officers

The Board of Directors shall elect the following officers: President/Chair; Vice President/Chair Elect; Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President & Treasurer: William P. Lascheid, M.D.	4005 Gulf Shore Blvd. North Naples, Florida 34103
Vice-President & Secretary: Nancy C. Lascheid	4005 Gulf Shore Blvd. North Naples, Florida 34103

ARTICLE VIII

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. 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 or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (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 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Subscribers

The name and residence address of the Subscriber of this corporation are as follows:

<u>Name</u>	<u>Address</u>
William P. Lascheid, M.D.	4005 Gulf Shore Blvd. North Naples, Florida 34103

ARTICLE XI

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

Dedication of Assets

The property of this corporation is irrevocably dedicated to religious, educational and charitable purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

Registered Agent and Office

The address of the corporation's registered office shall be 3550 East Tamiami Trail, Naples, Florida 34112 and the name of its registered agent at said address shall be John P. Cardillo, Esq.

Having been named as registered agent and to accept service of process for 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 I am familiar with and accept the obligations of my position as registered agent.


Registered Agent

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

In pursuance of Chapter 617, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That William P. Lascheid, desires to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation at 121 Goodlette Road North, Naples, Florida 34102, County of Collier, State of Florida, and has named John P. Cardillo, Esq., 3550 East Tamiami Trail, Naples, Florida 34112 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


John P. Cardillo, Esq.

ARTICLE XIV

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation, this 3 day of October, 2013.

WITNESSED BY:

Leoke Lascheid
Print Name:

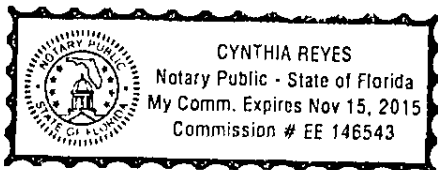
William P. Lascheid
William P. Lascheid, M.D.

Pamela Carden
Print Name:

STATE OF FLORIDA,
COUNTY OF COLLIER,

Before me, the undersigned Notary Public, personally appeared William P. Lascheid, M.D., to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

Subscribed and sworn to before me on this 3 day of October, 2013.



Cynthia Reyes
NOTARY PUBLIC
My Commission Expires:
(SEAL)

**CONTINUATION TO THE AMENDED AND RESTATED ARTICLES OF
INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, pursuant to Florida Statute Chapter 617, hereby adopt(s) the following Continuation to the Amended and Restated Articles of Incorporation:

Article I Name

The name of the corporation shall be: Neighborhood Health Clinic, Inc.

Article II Principal Office

The principal place of business and mailing address of this corporation shall be:
121 Goodlette Road North
Naples, FL 34102

Article III Purpose

The specific purpose for which the corporation is organized is: to operate a not for profit medical clinic to provide medical care to indigent persons who qualify.

Article IV Manner of Election of Directors

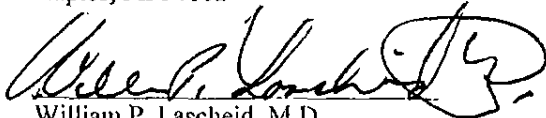
The Manner in which the directors are elected or appointed is: by election of the members as provided in the By-Laws.

Article V Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:
John P. Cardillo, Esq.
3550 East Tamiami Trail
Naples, Florida 34112

Article VI Incorporator

The name and address of the Incorporator to these Articles of Incorporation is:
William P. Lascheid, M.D.
4005 Gulf Shore Blvd .North
Naples, FL 34102



William P. Lascheid, M.D.

Incorporator

Date:

Having been named as registered agent and to accept service of process for 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 I am familiar with and accept the obligations of my position as registered agent.

A handwritten signature in cursive script, appearing to read "J. P. Cardillo", written over a horizontal line.

John P. Cardillo, Esq.

Registered Agent

Date:

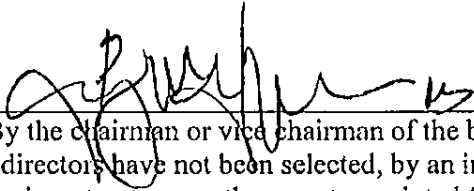
ARTICLE XIV

Adoption of Amendment(s)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated October 31, 2013

Signature


(By the chairman or vice chairman of the board, president or other officer-
if directors have not been selected, by an incorporator – if in the hands of a
receiver, trustee, or other court appointed fiduciary by that fiduciary)

GEORGE FERGUSON, M.D.

(Typed or printed name of person signing)

CHAIRMAN

(Title of person signing)