

TRANSMITTAL LETTER

N99000001289

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

SUBJECT: OPEN DOOR WOMEN'S CLINIC, INCORPORATED
(Proposed corporate name - must include suffix)

100002792131--0
-03/02/99--01052--021
*****78.75 *****78.75

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 of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Good News OUTREACH
Name (Printed or typed)

~~PLANTATION~~ 242 1/2 LA TAY ST
Address

TALLAHASSEE, FL 32303
City, State & Zip

850-412-0016
Daytime Telephone number

RECEIVED
99 MAR -2 PM 12:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 MAR -2 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3/2/99

EFFECTIVE DATE
3-1-99

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

ARTICLES OF INCORPORATION
OF
OPEN DOOR WOMEN'S CLINIC, Incorporated

FILED
99 MAR -2 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, for purposes of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby subscribe to, acknowledge and file the following Articles of Incorporation.

ARTICLE I
Name and Address

The name of the corporation shall be: "Open Door Women's Clinic, Incorporated"

The address of the corporation shall be: Open Door Women's Clinic, Incorporated
242 Lafayette Circle
Tallahassee, Florida 32303

ARTICLE II
Duration

EFFECTIVE DATE
3-1-99

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III
Purposes

The principal objectives and purposes for which this corporation is formed are as follows:

A. To establish a not for profit organization for the purpose of providing free or low cost health care to the women, children, and men of the Tallahassee/Big Bend community; to focus primarily but not exclusively on the care of pregnant women and their unborn children; to provide the highest ethical and medical standards of care with awareness of and respect for human life at all stages of its existence; to bear witness to the love, grace and mercy of God by caring for those in need with compassion and healing love; and to accomplish all of the corporation's purposes for the benefit of people in the Tallahassee/Big Bend community, without regard to the race, religion, color, creed, sex, disability or national origin of the persons served.

B. To further promote the congenial atmosphere among the members of the corporation furthering their common interests and objectives by permitting regular social contacts and

commingling of the members.

C. To receive donations, contributions, third party payments and other monies from time to time for the accomplishment of the above purposes, provided always that such receipt is conducted not contrary to Chapter 617 of the Florida Statutes nor contrary to Section 501 (c)(3) of the United States Internal Revenue Code of 1986, as amended.

D. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act which is not forbidden under the laws of the United States of America, the State of Florida (specifically Chapter 617) or by the provisions of these Articles of Incorporation.

E. The corporation intends that it qualify for exemption from federal income taxes under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, and these Articles of Incorporation shall be construed consistently with the requirements thereof.

ARTICLE IV Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are as follows: James E. Bernard, Lynn Mangan, Ann McGlynn, and Charles White, all at 242 Lafayette Circle, Tallahassee, Florida 32303.

ARTICLE V Membership

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be set forth in the bylaws of this corporation.

ARTICLE VI Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall be composed of five (5) directors and the Medical Director of the Corporation. Two of the directors herein provided for shall be appointed by, and serve at the pleasure of, the board of directors of Good News Foster Home, Incorporated, a Florida corporation not for profit, from among their number. In addition, a third director shall be

the Executive Director of Good News Foster Home, Incorporated, who shall hold his or her directorship in this corporation *ex officio*, and with full powers, including but not limited to the power to vote, by virtue of his or her holding the position of Executive Director of Good News Foster Home, Incorporated. The two remaining directors shall be selected by the aforementioned three directors of this corporation. Finally, the Medical Director of this corporation shall serve on the Board of Directors *ex officio*, by virtue of his or her holding the office of Medical Director, but shall be without the power to vote on any matter before the Board of Directors.

Vacancies on the Board of Directors shall be filled as follows: A vacancy occurring in one of the *ex officio* positions (Executive Director of Good News Foster Home, Incorporated or Medical Director of this corporation) shall be considered filled automatically by the person who next serves as Executive Director of Good News Foster Home, Incorporated or Medical Director of this corporation, as the case may be. A vacancy occurring in either or both of the positions which were originally filled by designation of the board of directors of Good News Foster Home, Incorporated, shall be filled by subsequent designation of the board of directors of Good News Foster Home, Incorporated. A vacancy occurring in either or both of the two remaining positions, which positions were originally filled by selection exercised by the directors of this corporation who were designated by the board of directors of Good News Foster Home, Incorporated and the director who is the Executive Director of Good News Foster Home, Incorporated, shall be filled by subsequent selection exercised by the directors of this corporation who were designated by the board of directors of Good News Foster Home, Incorporated and the director who is the Executive Director of Good News Foster Home, Incorporated.

Other than as specified above, the terms of the directors of this corporation shall be indefinite.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection and qualification of their successors are:

James Bailey
242 Lafayette Circle
Tallahassee, Florida 32303

James E. Bernard*
242 Lafayette Circle
Tallahassee, Florida 32303

Lynn Mangan
242 Lafayette Circle
Tallahassee, Florida 32303

Ann McGlynn
242 Lafayette Circle
Tallahassee, Florida 32303

Charles White
242 Lafayette Circle
Tallahassee, Florida 32303

*Mr. Bernard serves *ex officio* as Executive Director of Good News Foster Home,

Incorporated.

B. Officers. The officers of this corporation shall be a president, a vice president, a secretary and a treasurer. Other offices and officers may be established or appointed by members of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

C. Medical Director. There is also hereby created the office of Medical Director of this corporation, who shall be appointed by, and shall serve at the pleasure of the Board of Directors of the corporation. The Medical Director shall be a physician duly licensed and qualified to practice medicine in the state of Florida. The Medical Director shall have and exercise management oversight and authority, as directed by the Board of Directors of the corporation, over the day-to-day health care operations of the corporation.

D. Committees. This corporation shall have such standing and other committees as may be set forth in the corporation's bylaws or as may be appointed from time to time by the Board of Directors or officers of the corporation.

ARTICLE VII

Location and Name of Registered Agent

The name and address of this corporation's initial registered agent in the State of Florida is:

William J. Johnson, Esq.
300 East Brevard Street
Tallahassee, Florida 32301
(850) 222-3329

ARTICLE VIII

Bylaws

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this corporation

ARTICLE IX

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by Directors and

presented by a resolution adopted by the Board to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation.

ARTICLE X Indemnification and Limitation of Liability

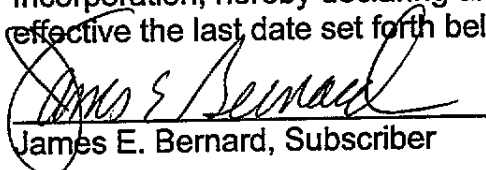
The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the member shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

ARTICLE XI Dissolution

In the event the corporation is dissolved within the State of Florida and ceases to exist for the stated purposes, such certificate of dissolution shall be filed with the Secretary of State according to the Florida Statutes for dissolving a not-for-profit corporation, and such assets as remain shall revert to an escrow account for a period of three (3) years to allow time for reorganization, and if reorganization is not accomplished in that length of time, the assets shall then revert to Good News Foster Home, Incorporated, a Florida corporation not for profit, provided that, at the time of such reversion of assets, Good News Foster Home, Incorporated is still (as it is at the time of execution of these Articles) a federal income tax exempt organization or institution organized for educational or other Internal Revenue Code Section 501 (c)(3) charitable purposes consistent with the above stated purposes.

Notwithstanding any other provision of these Articles, in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the Federal, State or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the corporation hereinbefore named, for the purpose of forming a corporation not for profit for the purpose of operating within and without the State of Florida, under the laws of the State of Florida (specifically Part I of Chapter 617), make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true effective the last date set forth below.


James E. Bernard, Subscriber

March 1, 1999
Date

Lynn Mangan
Lynn Mangan, Subscriber

3-1-99
Date

Ann McGlynn
Ann McGlynn, Subscriber

3-1-99
Date

Charles White
Charles White, Subscriber

3-1-99
Date

FILED
99 MAR -2 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

William J. Johnson, Esq.
William J. Johnson, Esq.
300 East Brevard Street
Tallahassee, Florida 32301

3-1-99
Date