

# N99000001455

Osceola County Medical Alliance

P.O. Box 451814 ♦ Kissimmee, Florida 34745-1814

February, 1999

Secretary of State  
The Capitol  
Tallahassee, FL 32399

000002799900--2  
-03/03/99--01086--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern;

Enclosed please find a copy of our  
Articles of Incorporation for the Osceola  
County Medical Alliance Foundation, Inc.  
We would appreciate receiving a letter  
of approval at your earliest convenience.  
Thank you.

Sincerely,  
Nancy Price  
Treasurer.

FILED  
99 MAR -8 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~1099-4504~~  
encl.

DMP  
2/23/99

~~685,524,2550~~



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 23, 1999

NANCY PRICE  
OSCEOLA COUNTY MEDICAL ALLIANCE  
P.O. BOX 451814  
KISSIMMEE, FL 34745-1814

SUBJECT: OSCEOLA COUNTY MEDICAL ALLIANCE FOUNDATION, INC.  
Ref. Number: W99000004501

We have received your document for OSCEOLA COUNTY MEDICAL ALLIANCE FOUNDATION, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

PLEASE COMPLETE ARTICLE IX.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 099A00008227

FILED

99 MAR -8 PM 2:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF OSCEOLA COUNTY

MEDICAL ALLIANCE FOUNDATION, INC.

The undersigned subscribers to these Articles of Incorporation hereby propose the corporation under Chapter 617, F.S. of a corporation not-for-profit, and have to that purpose made, subscribed, acknowledged and filed with the Secretary of State of Florida such Articles of Incorporation and respectfully request approval thereof, setting forth herewithafter all information required by Statute.

ARTICLE I

NAME

The name of this corporation shall be the Osceola County Medical Alliance Foundation, Inc. and its initial office for the transaction of its affairs shall be P. O. Box 451814, Kissimmee, Osceola County, Florida 34745-1814.

ARTICLE II

PURPOSE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida statutes. The general nature, object, and purpose of the corporation shall be for all of the following purposes:

#### Section 1

To assist the Florida Medical Association, Inc., and its program for the advancement of medicine and public health through philanthropic and education programs conducted for betterment of the health needs of the people of Florida.

#### Section 2

To promote health education; to encourage participation of volunteers and activities that meet health needs and to support health-related charitable endeavors.

#### Section 3

To receive and disburse gifts for the promotion of the objects and purposes of the corporation.

#### Section 4

To do all other acts and carry on and conduct all other activities necessary, suitable, convenient, useful, expedient in connection with and incidental to the accomplishment of any other purposes set forth herein to the full extent permitted by the laws of the State of Florida as will qualify it as an exempt organization under Section 501(C)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that code and subject to the restrictions set forth in Section 5

Section 5 - Restrictions:

(a) Notwithstanding any other provision in these articles, all activities of the corporation shall be carried on and all of the funds of the corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used and abided exclusively for charitable, scientific, literary, educational, or administrative purposes, and so that no part of the net earnings of the corporation will in any event inure to the personal benefit of any members, officer, or trustee of the corporation or to any organization or individual; provided, however, that a reasonable compensation may be paid to any member, officer, or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above, and further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary, or educational purpose and in furtherance of the object and purposes of the corporation.

(b) The corporation shall not engage otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(C)(3) of the Internal Revenue Code of 1954 as amended; and no part of the principal assets or net income of the corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities which consist of attempts to influence

legislation by propaganda or otherwise or which participates or intervenes in any political campaign on behalf of any candidate for public office.

### ARTICLE III

#### MEMBERSHIP

##### Section 1

The corporation shall be the sole judge of the qualifications and classifications of its members.

##### Section 2

Provisions shall be made in the bylaws for the qualifying, classifying, admission of members and termination of membership.

### ARTICLE IV

#### TERMS OF EXISTENCE

The corporation shall have perpetual existence.

## ARTICLE V

### SUBSCRIBERS:

The names and address of the subscribers to these Articles of Incorporation are the following:

<u>Name</u>	<u>Address</u>	
Rosemary Logan	1540 Grandview Blvd.	Kissimmee, FL 34744
Jeanie Oglesby	307 So. Clyde Ave.	Kissimmee, FL.34741
Karen O'Malley	1992 Sir Lancelot Cir.	St. Cloud, FL 34772
Nancy Price	1752 King Arthur Ct.	Kissimmee, FL 34744

## ARTICLE VI

### MANAGEMENT

The affairs of the corporation shall be managed by a Board of Directors (Executive Board) selected as provided in Article VII hereof, and the following officers, elected by the board of Directors: A president, president-elect, secretary and a treasurer, and such other officers as the Board of Directors may deem proper. All of the officers of the corporation shall be annually elected by the General Membership. One individual may hold two such offices except that the president shall not also be the secretary or an assistant secretary of the corporation. Vacancies, if and when occurring in any office, may be filled by the Board of Directors.

The Board of Directors of this corporation shall be composed of five members appointed by the Council of the Osceola County Medical Alliance Foundation, Inc., at least three of whom shall be members of said Council.

by the Board of Director

## ARTICLE VII

### INITIAL OFFICERS

The names of the officers who are to manage all the affairs of this corporation until the first election or appointment of officers under this charter are as follows:

<u>TITLE</u>	<u>IDENTITY</u>
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President-	Rosemary Logan
Vice President-	Jeanie Oglesby
Secretary-	Karen O'Malley
Treasurer-	Nancy Price

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the corporation shall be four and the names and addresses of the members of such Board, each of whom is to hold office until the first election and appointment thereof to be affected under the provisions of these articles are the following:

<u>NAME</u>	<u>ADDRESS</u>
Rosemary Logan	1540 Grandview Blvd. Kissimmee, FL 34744
Jeanie Oglesby	307 So. Clyde Ave. Kissimmee, FL 34741
Karen O'Malley	1992 Sir Lancelot Cir. St. Cloud, FL 34772
Nancy Price	1752 King Arthur Ct. Kissimmee, FL 34744



#### ARTICLE IX

##### RESIDENT AGENT

The Resident Agent of this corporation until changed in accordance with the bylaws and the change filed with the Secretary of State shall be: Nancy Price, 1752 King Arthur Ct., Kissimmee, FL 34744.

#### ARTICLE X

##### BYLAWS

The bylaws of the corporation shall be adopted by members of the corporation and said bylaws may be thereafter altered, amended, added to, or rescinded by the members in the manner specified in the bylaws.

#### ARTICLE XI

##### AMENDMENTS

This corporation reserves the right to amend, alter, change, or appeal any provisions contained in this charter in a manner now or hereafter prescribed by law and all rights conferred on members in this corporation are granted subject to this reservation.

## ARTICLE XII

### DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable or educational purposes and 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

### DISTRIBUTION - A Liquidation or Dissolution

Upon dissolution of this corporation, or a liquidation of its assets, whether voluntary or involuntary, or by operation of law, except and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the corporation and all costs and expenses of such liquidation or dissolution, shall be distributed to an organization which shall have qualified for a federal income tax exemption under the terms of Section 501(C)(3) of the Internal Revenue Code of 1954, as amended, or the federal or a state or local government, subject always to the provisions of Section 5 Article II of these articles and to the specific condition that none of the net assets of the corporation shall be distributed to or for the benefit of any member, officer, or trustee of the corporation or to any other individual; provided, however, that nothing contained in this article shall be construed to prevent a distribution from the net assets of the corporation to another distributee, otherwise

properly made in accordance with the provisions of these articles and the purposes stated herein, solely by reason of the fact that one or more of the members, officers, trustees of the corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer, or any other capacity.

IN WITNESS WHEREOF, the subscribers have executed these Articles of  
Incorporation as of this 22 day of January 1999.

Rosemary Logan      Rosemary Logan  
Name

Nancy Price      Nancy Price

Before me personally appeared ROSEMARY LOGAN  
+ NANCY PRICE to be well known

and known to me to be the person described in and the person who executed  
the foregoing instrument as incorporator and acknowledge to me and before me  
that Rosemary Logan executed said instrument for the purpose herein  
expressed.

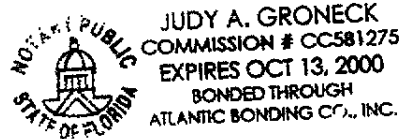
Witness my hand and official seal, this 22<sup>nd</sup> day of January, A.D., 1999.

Judy A. Groneck  
Notary Public, State of Florida at Large

My commission Expires:

Personally Known ☒ OR Produced Identification ☐

Type of I.D. Produced \_\_\_\_\_



FILED

99 MAR -8 PM 2:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, Nancy Price, hereby accept the designation as Resident Agent for the  
Osceola County Medical Alliance Foundation, Inc.

Nancy Price  
Name

Before me personally appeared NANCY PRICE to me well known and  
known to me to be the person described in and the person who executed the  
foregoing instrument as incorporator and as Resident Agent and acknowledge  
to me and before me that Nancy Price executed said instrument for  
the purpose herein expressed.

Witness my hand and official seal, this 22<sup>nd</sup> day of January  
A.D. 1999.

Judy A. Groneck  
Notary Public, State of Florida at Large

My commission Expires:

Personally Known ☒ OR Produced Identification ☐

Type of I.D. Produced \_\_\_\_\_

