

# N990000002742

Shannm Lindsey  
Requestor's Name

Greenberg Traurig  
Address

222-6891  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mayo/St. Luke's Ancillary Services, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

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☐ Certificate of Status

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99 MAY -4 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ajc 5/4

**ARTICLES OF INCORPORATION  
OF  
MAYO / ST. LUKE'S ANCILLARY SERVICES, INC.  
(a Florida not for profit corporation)**

The undersigned, for the purposes of forming a corporation pursuant to the provisions of Chapter 617, Florida Statutes, and all future laws amendatory thereto, adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of this corporation shall be Mayo / St. Luke's Ancillary Services, Inc. (a Florida not for profit corporation).

**ARTICLE II  
Purposes and Powers**

This corporation is organized and shall be operated for educational, scientific and charitable purposes, including the provision of health care services, and the conduct of programs related or incident to the foregoing, and further including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Within the limitations of these purposes, this corporation shall have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not engage in any activities or exercise any powers that are not consistent with and in furtherance of the purposes of this corporation.

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### **ARTICLE III**

#### **Prohibited Activities**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private persons; provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No substantial part of the activities of this 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, or in opposition to, 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 (a) by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE IV**

#### **Membership**

This corporation is a membership organization. The sole member shall be Physician & Hospital Practices, Inc., a Florida nonprofit corporation.

### **ARTICLE V**

#### **Duration**

The period of duration of this corporation shall be perpetual.

**ARTICLE VI**  
**Principal Office and Registered Agent**

The principal office of this corporation shall be 4500 San Pablo Road, Jacksonville, Florida 32224. The name and address of the corporation's registered agent is Joanne L. Martin, 4500 San Pablo Road, Jacksonville, Florida 32224.

**ARTICLE VII**  
**Board of Directors**

The management of the business and affairs of this corporation shall be vested in a Board of Directors to be known as the Board of Governors. From time to time the number of Governors of this corporation may be increased or decreased in accordance with the Bylaws of this corporation, but shall be no less than three (3) in number.

The names and addresses of the Governors of the corporation commencing with the filing of these Articles of Incorporation with the Florida Department of State are:

<u>Name</u>	<u>Address</u>
David B. Bolling	4500 San Pablo Road Jacksonville, FL 32224
Julie E. Cole	4500 San Pablo Road Jacksonville, FL 32224
Jack T. Fulmer, M.D.	4500 San Pablo Road Jacksonville, FL 32224
Hilary Mathews	4500 San Pablo Road Jacksonville, FL 32224
Theodore J. Szymanski, D.O.	4500 San Pablo Road Jacksonville, FL 32224

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The number, qualifications, method of election, terms of office, and such other provisions with respect to Governors and officers as are not inconsistent with the express provisions of these Articles of Incorporation shall be as provided in the Bylaws of this corporation.

All professional services, decisions, or actions provided by, made by, or carried out under the auspices of this corporation which must be provided, made, or carried out only by licensed professionals pursuant to other provisions of law of this state, shall be provided, made, or carried out only by licensed professionals.

**ARTICLE VIII**  
**No Personal Liability**

The Governors, officers, and members of this corporation shall not be personally liable to any extent whatsoever for obligations of this corporation.

**ARTICLE IX**  
**Dissolution**

Upon the dissolution of the corporation, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations which, at such time, is or are formed for such purpose or purposes substantially similar to the purposes of this corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X**  
**Amendments**

Amendments to these Articles of Incorporation may be proposed by the Board of Governors or the Member, but amendments shall be adopted only with the consent of the Member. Bylaws may be made, altered, or rescinded only with the consent of the Member of this corporation.

**ARTICLE XI**  
**Incorporators**

The name and address of the incorporator, who is a natural person of full age, is:

Name

Address

David B. Bolling

4500 San Pablo Road  
Jacksonville, Florida 32224

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 30<sup>th</sup> day of April, 1999.

  
\_\_\_\_\_  
DAVID B. BOLLING, INCORPORATOR

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the below-named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

Mayo Emergency Department Services (a Florida not for profit corporation)

2. The name and address of the registered agent and office are:

Joanne L. Martin  
4500 San Pablo Road  
Jacksonville, Florida 32224

**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.**

SIGNATURE

  
JOANNE L. MARTIN

DATED

4/30/99

**FILED**  
99 MAY -4 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA