

N 99000003394

Florida Department of State
Division of Corporations
Public Access System
Kathrine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000013237 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : S.P. COLEMAN & ASSOC., P.A.
Account Number : I19980000002
Phone : (727)441-1488
Fax Number : (727)441-1868

FLORIDA NON-PROFIT CORPORATION

VASCULAR EXCELLENCE INC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JUN -3 AM 10:09

FILED

B. McKnight JUN 03 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 2, 1999

S.P. COLEMAN AND ASSOC

SUBJECT: VASCULAR EXCELLENCE INC.
REF: W99000012840

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: E99000013237
Letter Number: 899A00030072

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

ARTICLES OF INCORPORATIONFORVASCULAR EXCELLENCE INC.

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

"VASCULAR EXCELLENCE, INC."

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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

2519 McMullen Booth Road, Suite 510-311, Clearwater, FL 33761

ARTICLE III PURPOSE(S)

The specific purposes for which the corporation is organized are:

To operate exclusively for religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations qualifying as tax exempt organizations under that code. In addition, the corporation is organized for the following purposes:

1. To teach and educate members of the medical profession about the field of vascular nursing.
2. To conduct continuing education seminars for members of the medical profession specializing in the field of vascular nursing.
3. To prepare, publish and distribute educational materials about vascular nursing.

Stephen P. Coleman, Esquire
1245 Court Street, Suite 104
Clearwater, FL 33756
FBN: 0393673

99 JUN -3 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE IV MEMBERSHIP

The corporation shall have no membership but shall be governed solely by the Board of Directors.

ARTICLE V INITIAL DIRECTORS

There shall be three (3) directors constituting the initial Board of Directors. The name and address of each person who is to serve as an initial director is as follows:

Mary (Mitzi) A. Ekers
2519 McMullen Booth Road, Suite 510-311
Clearwater, FL 33761

Sandra Jones Campbell
P.O. Box 1203
Indian Rocks Beach, FL 33785

LaRee Lydia Ewers
1662 Coachmakers Lane
Clearwater, FL 33765

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 number of directors of the corporation shall be not less than three (3) and may be such number greater than three (3) as may, from time to time, be voted upon by the Board of Directors.

The Board of Directors named in Article V shall hold office until the first annual meeting of the Board of Directors to be held as prescribed in the Bylaws but in no event later than twelve (12) months from the date of incorporation, at which time an election of directors shall be held. If a vacancy occurs on the Board, such vacancy shall be filled by nomination and election by the remaining members of the Board. If the number of directors is increased above three (3) as authorized by these Articles and the Bylaws, the newly created director positions shall be filled by nomination and election by the remaining members of the Board of Directors.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of not less than one (1) year and until the qualification of their successors in office. The Board of Directors may, in the Bylaws of the corporation or by separate resolution, provide for staggered terms of office of the directors.

B. Corporation Officers: The Board of Directors shall elect

H99000013237 5

a President, Vice President, Treasurer and Secretary and may elect such other officers, including additional vice presidents, as the Bylaws of this corporation may authorize from time to time. Such officers shall be initially elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President:

Mitzi A. Ekers
2519 McMullen Booth Road, Suite 510-311
Clearwater, FL 33761

Vice President:

Sandra Jones Campbell
P.O. Box 1203
Indian Rocks Beach, FL 33785

Secretary/Treasurer:

LaRee Lydia Ewers
1662 Coachmakers Lane
Clearwater, FL 33765

ARTICLE VII LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.032, Florida Statutes.

ARTICLE VIII AMENDMENTS

The Articles of Incorporation of the corporation may be amended by the Board of Directors by resolution proposed and considered at any regular meeting of the Board of Directors but which may not be adopted until the next succeeding regular meeting of the Board of Directors and then only by unanimous vote. The Bylaws of the corporation shall be made, altered, amended, or rescinded by a majority vote of the Board of Directors at a meeting of the Board of Directors called for such purpose.

ARTICLE IX DISTRIBUTION OF ASSETS

Upon dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation organized and operated exclusively for religious, charitable, or educational purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions

H99000013237 5

of any subsequent federal tax laws.

ARTICLE X DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, charitable, and 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.

ARTICLE XI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Mitzi A. Ekers
2519 McMullen Booth Road, Suite 510-311, Clearwater, FL 33761

ARTICLE XII INCORPORATORS

The name and street address of the incorporator for these Articles of Incorporation is:

Mitzi A. Ekers
2519 McMullen Booth Road, Suite 510-311, Clearwater, FL 33761

The undersigned incorporator has executed these Articles of Incorporation this 18 day of May, 1999.

Incorporator:

Patricia Weaver
Witness

Mitzi A. Ekers
Mitzi A. Ekers

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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:

VASCULAR EXCELLENCE , INC.

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

Mitzi A. Ekers

2519 McMullen Booth Road, Suite 510-311, Clearwater, FL 33761

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.

Mitzi A. Ekers

Mitzi A. Ekers

DATED: 5/18/99

REGISTERED AGENT FILING FEE: \$35.00

FILED
99 JUN -3 AM 10:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA