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de la PARTE, GILBERT & BALES

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FOUNDER
LOUIS A. de la PARTE

June 28, 1999

BY FEDERAL EXPRESS

Ms. Bobbie Cox
Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, Florida 32399

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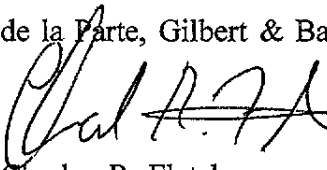
Dear Sir or Madam:

Enclosed please find check #10861 in the amount of \$87.50 to pay for: (a) fees for filing Articles of Incorporation for The Medical Resource Council, Inc.; (b) return of a certified copy of the filed Articles; and (c) Certificate of Status. I have enclosed a self-addressed, postage prepaid envelope for mailing these documents to me.

Thank you for your prompt attention to this matter. Please call me at 813/229-2775 if you have any questions.

Sincerely,

de la Parte, Gilbert & Bales, P.A.


Charles R. Fletcher

1-34507
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
THE MEDICAL RESOURCE COUNCIL, INC.**

The undersigned, acting as the incorporators of a not for profit corporation (the "Corporation"), pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation shall be:

The Medical Resource Council, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal office of the Corporation shall be:

The Medical Resource Council, Inc.
304 West Henry Avenue
Tampa, Florida 33604

The initial mailing address shall be:

The Medical Resource Council, Inc.
P.O. Box 7754
Tampa, Florida 33673

**ARTICLE III
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV
PURPOSE(S)**

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law. The Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law (the "Internal Revenue Code"). In furtherance of such purposes, the Corporation shall endeavor:

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TALLAHASSEE, FLORIDA

1. To provide education, information and assistance to the medically needy and enable them to cut through red tape and access federal, state, local government, and charitable programs which provide resources they desperately need.
2. To be a central clearinghouse of information on federal, state, local government, and charitable programs for medically needy individuals.
3. To enhance the lives of the medically needy, and their caregivers and loved ones, through assistance, support, collaboration, and education.
4. To develop and distribute educational materials to the medically needy and their caregivers and loved ones
5. To inspire commitment and leadership in the community to address the failures and inequities of the current health care system.
6. To otherwise operate exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:
 - A. No part of its net earnings shall inure to the benefit of, or be distributable to any member, director, officer, or other individual except in the form of reasonable compensation for services rendered the Corporation which are unrelated to Board duties; and
 - 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 except as authorized under the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

MEMBERSHIP

The Corporation shall have a membership distinct from the Board of Directors. 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 and the method of collection thereof, shall be as set forth in the Corporation's Bylaws.

ARTICLE VI
ELECTION OF DIRECTORS

The Corporation shall have a Board of Directors distinct from the membership. The authorized number and qualifications of the Directors of the Corporation, the manner of their election, the different classes of Directors, if any, and the voting and other rights and privileges of Directors, shall be as set forth in the Corporation's Bylaws.

ARTICLE VII
POWERS AND LIMITATIONS ON CORPORATE POWERS

Powers. In addition to all other corporate powers provided by law and in furtherance of and limited by the purposes described in Article IV of these Articles, the Corporation shall have the power to:

1. Have succession by its corporate name for a period set forth in its Articles of Incorporation;
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
3. Adopt and use a common corporate seal and alter the same, provided, however, that such seal shall always contain the words, "Corporation Not for Profit";
4. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, provided that members of the Board of Directors will receive no compensation for such services, except those services rendered the Corporation which are unrelated to Board duties;
5. Adopt, change, amend, and repeal Bylaws not inconsistent with law or these Articles for the administration of the affairs of the Corporation and the exercise of its corporate powers;
6. Appoint, remove, or replace its directors by a vote of its Board of Directors as the Bylaws may direct;
7. Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, secure any of its obligations by mortgage and pledge all or any of its property, franchises, or income;
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by Florida law in any state, territory, district, or possession of the United States or any foreign country;

9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property or any interest therein wherever situated;
10. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks, and any license and other rights or interests thereunder or therein;
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
14. Make and receive donations for the public welfare or for religious, charitable, scientific, literary, educational, or other similar purposes;
15. Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not-for-profit; and
16. Have and exercise all powers necessary or convenient to effect any or all the purposes for which the Corporation is organized.

Limitations on Powers. The Corporation shall not have the power to.

1. Convey, lease, pledge, or otherwise encumber assets of the State of Florida;
2. Issue stock, nor pay dividends;
3. Attempt to influence legislation as a substantial part of its activities;
4. Allow any part of its income to inure to the benefit of directors, officers, or members of the Corporation, or to any other individuals except as reasonable compensation for services rendered which are unrelated to Board duties;
5. Participate to any extent in any political campaign for or against any candidate for public office; or

6. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code, and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII

AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

The Bylaws of the Corporation may be adopted, altered, amended, or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended or repealed; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each Director of the Corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3) vote of the Board of Directors at a regular or special meeting of the Board or by all Directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, altered, amended, or repealed; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the Corporation at least ten (10) days prior to the meeting at which such Amendment to the Articles of Incorporation is to be voted upon.

ARTICLE IX

DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purposes set forth in Article IV hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets 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 1954, as amended, or corresponding sections of any prior or future law or to the Federal government or to a state or local government for exclusive public purpose.

ARTICLE X

INDEMNIFICATION

The indemnification of any Director, officer, or employee of the Corporation, or any former Director, officer, or employee of the Corporation shall be as provided by law.

ARTICLE XI
INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Charles R. Fletcher
101 East Kennedy Avenue
Suite 3400
Tampa, Florida 33601-2350

ARTICLE XII
BOARD OF DIRECTORS

The initial Board of Directors shall consist of 3 members, who shall serve terms as set forth in the Bylaws. The names and addresses of the initial Directors are as follows:

April Duke-Griffin
304 West Henry Avenue
Tampa, Florida 33604

Glenda J. Beard
6152 Barbara Drive
Seffner, Florida 33584

Charles R. Fletcher
101 East Kennedy Avenue
Suite 3400
Tampa, Florida 33601-2350

ARTICLE XIII
INCORPORATORS

The name and addresses of the Incorporators of the Corporation are:

April Duke-Griffin
The Medical Resource Council, Inc.
P.O. Box 7754
Tampa, Florida 33673

Glenda J. Beard
6152 Barbra Drive
Sefner, Florida 33584

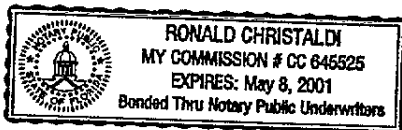
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation 21 day of June, 1999.

April Duke-Griffin
APRIL DUKE-GRIFFIN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared, APRIL DUKE-GRIFFIN, to me known to be the person described in and who executed the Articles of Incorporation, or who has provided Florida Driver's Lic. as identification, and acknowledged before me that he executed the said Articles of Incorporation as a free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of June, 1996.1999.



Ronald Christaldi
Notary Public, State of Florida
Print, type, or stamp
name: _____

My Commission Expires:
Serial No., if any _____

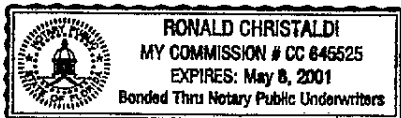
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation 21st day of June, 1999.

Glenda Beard
GLENDA BEARD

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared, GLENDA BEARD, to me known to be the person described in and who executed the Articles of Incorporation, or who has provided Florida Driver's Lic. as identification, and acknowledged before me that he executed the said Articles of Incorporation as a free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of June, 1999.



Ronald Christaldi
Notary Public, State of Florida
Print, type, or stamp
name: _____

My Commission Expires:
Serial No., if any _____

THE MEDICAL RESOURCE COUNCIL, INC.

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF FLORIDA STATUTES § 617.0501, ET SEQ.

DATED: June 21, 1999



CHARLES R. FLETCHER
Registered Agent

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99 JUN 29 PM 12:45
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TALLAHASSEE, FLORIDA