

Division of Corporations

Page 1 of 1

**N99 000005808****Florida Department of State**Division of Corporations  
Public Access System  
Katherine 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.**

(((H99000024495 6)))

**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 : FISHER, TOUSEY, LEAS & BALL  
Account Number : I19990000021  
Phone : (904) 356-2600  
Fax Number : (904) 355-0233*Angie Larsen*SECRETARY OF STATE  
KATHERINE HARRIS  
TALLAHASSEE, FLORIDA

99 SEP 29 AM 11:03

**FILED****FLORIDA NON-PROFIT CORPORATION****Community Asthma Project - Jacksonville, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

**Electronic Filing Menu****Corporate Filing****Public Access Help**

H99000024495 6

**ARTICLES OF INCORPORATION  
OF  
COMMUNITY ASTHMA PROJECT - JACKSONVILLE, INC.  
(A NOT-FOR-PROFIT CORPORATION)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 SEP 29 AM 11:03

FILED

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this Corporation is COMMUNITY ASTHMA PROJECT - JACKSONVILLE, INC.

**ARTICLE II**

**Principal Office or Mailing Address**

The principal office of the Corporation is located at 5526 Arlington Road, Jacksonville, Florida, and its mailing address is 5526 Arlington Road, Jacksonville, Florida 32211-5216.

**ARTICLE III**

**Purposes**

This Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable, scientific and educational purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States internal revenue law (the "Code"). Specifically, without limiting the generality of the foregoing, this Corporation is organized to establish and maintain a committee to serve as a broad-based community alliance of individuals and agencies, both public and private, to improve morbidity and mortality in the community, through coordination and facilitation of existing community resources and initiating programs, as necessary, to increase asthma awareness, improve asthma education, and enhance asthma care.

**ARTICLE IV**

**Powers**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

H99000024495 6

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles; and

(c) 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.

#### **ARTICLE V** **Board of Directors**

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law, in these Articles or the Bylaws of the Corporation.

(b) The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3). The directors shall be elected in such manner as shall be provided in the Bylaws.

(c) The names of the initial members of the Board of Directors who shall serve until their successors are duly elected are as follows:

Kathryn Blake, Pharm.D.  
Ms. Debra Wilson  
Ms. Michelle D'Abundo

#### **ARTICLE VI** **Officers**

(a) The officers of the Corporation shall be a Chairman, a Treasurer, a Secretary, and such other officers as may be provided by the Bylaws.

H99000024495 6

(b) The officers shall be elected by a majority vote of the Board of Directors at its annual meeting.

(c) The following persons shall serve as officers of the Corporation until their successors are elected:

Kathryn Blake, Pharm.D.	Chairman
Ms. Debra Wilson	Secretary
Ms. Michelle D'Abundo	Treasurer

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is One Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is Clay B. Tousey, Jr.

#### ARTICLE VIII

##### Incorporator

The name and address of the subscriber to these Articles is:

Clay B. Tousey, Jr.	One Independent Drive
	Suite 2600
	Jacksonville, Florida 32202

#### ARTICLE IX

##### Duration

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

#### ARTICLE X

##### Members

The Members of the Corporation shall consist of all persons having a common interest with the purposes of this Corporation, who have met the requirements for Members as set forth in the Bylaws of the Corporation and have been approved by the Board of Directors. Membership shall be limited, shall commence and shall terminate as provided in the Bylaws of the Corporation. Members shall have voting rights and shall be subject to the limitations as provided in the Bylaws.

H99000024495 6

ARTICLE XIBy-Laws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) The Bylaws may be amended, altered or rescinded by the majority vote of the Board of Directors.

ARTICLE XIIAmendments

These Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XIIICorporate Liquidation and Dissolution

(a) No person or for-profit firm or Corporation shall ever receive any dividends or profits from the undertaking of this Corporation, and upon dissolution, the assets of this Corporation, after all debts and liabilities are paid, shall be distributed to an organization exempt from tax under Section 501(a) of the Code and described in Section 501(c)(3) of the Code, which organization shall be designated by the Board of Directors in the manner to best accomplish the charitable, scientific and educational purposes of the Corporation.

(b) If the Board of Directors is unable for any reason to distribute the funds pursuant to the preceding sentence, a court of competent jurisdiction may order that such funds be used in such manner as in the judgment of the Court will best accomplish the charitable, scientific and educational purposes of the Corporation.

ARTICLE XIVIndemnification

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the

H99000024495 6

H99000024495 6

Corporation as specified in Article III herein or would cause the Corporation not to be an organization as described in Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 29 day of September, 1999, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.

2/13/1950

  
\_\_\_\_\_  
Clay B. Tousey, Jr.

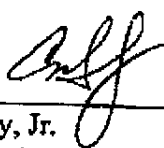
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That COMMUNITY ASTHMA PROJECT - JACKSONVILLE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Clay B. Tousey, Jr., located at One Independent Drive, Suite 2600, in the City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Clay B. Tousey, Jr.  
(Resident Agent)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 SEP 29 AM 11:03

FILED