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Florida Department of State

Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Association of Gulf Coast Medical and Health Provide

Certificate of Status	1
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T. SMITH APR 04 2002

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## ARTICLES OF INCORPORATION

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The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, 13  
adopt(s) the following Articles of Incorporation:

2002 APR 13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I NAME

The name of the corporation shall be:

**ASSOCIATION OF GULF COAST MEDICAL AND HEALTH PROVIDERS, INC.**

## ARTICLE II PRINCIPAL

Principal place of business and mailing address

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

**ASSOCIATION OF GULF COAST MEDICAL AND HEALTH PROVIDERS, INC.**  
5052 North Tamiami Trail - Suite A  
Naples, FL 34103

## ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

This corporation is organized as a nonprofit corporation and shall be operated exclusively for educational, charitable, eleemosynary and scientific purposes. Within the scope of the foregoing purposes, the specific pursuits and objects of this corporation shall be:

- A. To promote the general welfare of physicians, dentists, optometrists, hospitals, nursing homes and of service providers medical industry, its employees and their dependents and beneficiaries, within the United States.
- B. To provide for the payment of life, sick, accident, or other benefits to the members of the corporation or their dependents or designated beneficiaries.
- C. To provide employee benefit programs to members, including, but not by way of limitation, health plans, welfare plans, insurance plans, non-qualified deferred compensation plans, annuity plans, financial planning, employee communication, retirement seminars, employee assistance plans;
- D. To solicit, receive, and disburse funds for the accomplishment of the above purposes;
- E. To exploit the services and objects of the Corporation, and in general to do all other things that are necessary or pertinent to the purposes stated by all lawful means and subject to the laws pertaining thereto; and in general to carry on any lawful business activities and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under the Florida Nonprofit Corporation and Co-operative Association Act, and to do any and all things, without limitation or restriction, to the same extent as natural persons might or could do.

Prepared By:

Bruce B. Hubbard  
77 East John St.  
Hicksville, New York 11801  
1-516-935-3940

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No part of the net earnings of this corporation shall inure to the benefit of any individual; no substantial part of the activities of this corporation shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for political office. This corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the corporation is organized.

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, 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 corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributions of statements) and political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV

##### Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The Method of election of directors are to be stated in the bylaws.

**ARTICLES V**  
**Initial Directors/Officers**

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The names and street addresses of the Directors/Officers: (OPTIONAL)

**Douglas Deavers**  
**5052 North Tamiami Trail - Suite A**  
**Naples, FL 34103**

**Lance Wallach**  
**68 Keswick Lane**  
**Plainview, NY 11803**

**Ira Kaplan**  
**17 Garnet Lane**  
**Plainview, NY 11803**

**ARTICLES VI**

**Initial registered agent and street address**

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

**Douglas Deavers**  
**5052 North Tamiami Trail - Suite A**  
**Naples, FL 34103**

**ARTICLES VII**

**Incorporators**

The name(s) and the street address(es) of the Incorporator(s) for these articles of Incorporation is (are):

**Douglas Deavers**  
**5052 North Tamiami Trail - Suite A**  
**Naples, FL 34103**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

3rd day of April 2001.

  
SIGNATURE

**Douglas Deavers**  
\_\_\_\_\_  
Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

**ASSOCIATION OF GULF COAST MEDICAL  
AND HEALTH PROVIDERS, INC.**

1. The name of the corporation is:

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

**Douglas Deavers**

Name

**5052 North Tamiami Trail - Suite A**

(P.O. Box or Mail Drop Box NOT Acceptable)

**Naples, FL 34103**

(City / State / Zip)

*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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
**Douglas Deavers**  
Signature

**4/3/02**

(Date)

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