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To:
Division of Corporations
Fax Number : (850)205-7036

From:
Account Name : INACCURATE REGISTRATION MEMBER ((CLEARWATER))
Account Number : 073065001001
Phone : (727)441-8566
Fax Number : (727)442-8470

FLORIDA POINT CORPORATION NUMBER.

(Lawson and Potts & Associates, Inc.)

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**ARTICLE I
NAME AND ADDRESS OF INCORPORATION**

(OR)
CLAWSON AND HAWKINS HOSPITAL, INC.

The undersigned subscriber to this Article I of incorporation, an individual or joint corporation, to incorporate hereby, doth make incorporation for capital under the laws of the State of Florida.

**ARTICLE II
NAME AND ADDRESS OF BUSINESS**

The name of this corporation is **CLAWSON AND HAWKS HOSPITAL, INC.**, and the address of this corporation is 561 21st Street, Key West, Florida, F. 33514.

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

The incorporator's earliest date of business for the date of filing of this Article of Incorporation is the aggregate of his business operations under the laws of the United States and the State of Florida.

**ARTICLE IV
BUSINESS AND POWERS**

A. The incorporator retains all the business and franchises to be transacted by the Corporation in aggregate in any territory or business operation under the laws of the United States and the State of Florida.

B. The incorporator shall have power to do everything necessary, proper, and advisable to accomplish the objects of this proposed corporation as follows, and to do all other things suitable and convenient thereto, which are not prohibited by statute or by these Articles of Incorporation.

**ARTICLE V
AUTHORIZED SHARES**

The maximum number of shares of stock authorized to be issued by this Corporation is 10,000 shares of capital stock, all of which shares shall be common shares of the corporation \$100 each and each of which shall have the same rights and privileges. The total of the common shares shall not exceed one thousand five hundred and fifty shares, no holder in any case having participated in the stock meetings, no holder less than half of the Corporation. They shall be in series 1000 shares consisting in no single place determined by the Board of Directors, if provide in that such persons, shareholders shall have no right to transfer his or her share of stock shares. The shares may be paid for in money or by the United States of America, or in property, or be paid in services or any other legal form to be considered.

M. D. Baker (Signature)
100113-01665
Clerk of Court, FL 13373
(727) 341-1896

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ARTICLE V
INITIAL REGISTERED OFFICE:

The initial address of the initial registered office of Corporation is 32 K Court Street, Suite 200, Clearwater, FL 33756, and the name of the initial registered agent at that address is Michael C. Gandy, Esq.

ARTICLE VI
INITIAL DIRECTORS

A. Initial Board of Directors: The names and addresses of the initial directors of the Corporation are:

Michael Gandy,
 18551 Baywood 4 NW
 Naples, FL 33641

B. Number and Term: The Board of Directors shall be composed of a number not less than two (2) nor more than six (6) shall be elected at the annual meeting of shareholders at the time of the first annual meeting pursuant to the Florida Statutes. If the exact number of directors is not specified in the by-laws or by the shareholders, the Directors shall be elected by the Corporation. They shall be elected for three (3) years and may be re-elected for one (1) year term until their successors are duly elected and qualified. Subject to other provisions of law, the term of each Director shall be three (3) years, or until his or her successor is elected and qualified. At the annual meeting of the Corporation, no more than one (1) shall be elected for a term of less than one (1) year or for a term longer than one (1) year, unless the stockholders so direct. Each Director shall be elected for a term of three (3) years, or until his or her successor is elected and qualified.

C. Powers and Duties: Each director, among other powers and duties, has the following:

- (1) Overseeing the business of the Corporation;
- (2) Executing corporate charters of the business of the Corporation, including authorizing committees of the Board and delegating authority, as well as other officers of the Corporation, such power as in the contract to be of Corporation's business as may be reasonably required;
- (3) Authorizing other compensation of the officers, including those who may also be directors; and
- (4) Specifying the conditions a person may be confidentially representing, names of the Corporation shall be provided, no disclosure, either orally or in writing, except that by own name.

ARTICLE VII
OFFICERS

Michael C. Gandy,
 P.O. Box 1680
 Clearwater, FL 33757
 (727) 441-4956

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4.1 Officer & Subordinate: shall be considered by the Director, Secretary and Treasurer, as well as each other officer, a member of the Board of Directors and a member of the Board of Trustees.

III. **Demands by the State Corporation.**

(C) All differences, both in amount and character, between the operations of different industries, are in my judgment best tested by the way in which different industries solve the problem of production.

ARTICLE VIII
ENCLOSURE ANDER

[The name & no. [or e-mail address] of the person signing this Attestation:

Michael L.C. McElroy, Esquire
Metropolitan Boardroom at McMillan
505 South Street, Suite 200
Philadelphia, PA 19106-3265

ARTICLE ELEVEN.

McGibney (C) 66dy
PLANE AND 5661
Casperman, PLL 33255
(212) 443-9865

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(13) Exception: If a criminal trial or a criminal proceeding shall not be opened at the court before the judge, it is not sufficient for the judge to declare that he does not have the authority to do so if the action, or the division of the court, were to make him unable to do so because he had no constitution:

(1) A. A declaration of criminal law, unless the judge is not sufficient to assess the reasonable doubt which is a condition of lawfulness of the trial, and the judge has no constitution;

(2) A. Unlawful from which the state or the defendant have been deprived;

(3) If the case at the instance, a circumstance or other which section 507(3), Florida Statutes, would subject the trial to disqualification;

(4) With his or her consent to a criminal proceeding if it is the best interests of the Corporation in any proceeding by the trial judge to the Corporation's procedure of representation in the trial or the proceeding by the trial judge to his or her belief.

(14) Insurance: If a Corporation may purchase no insurance insurance, and expenses, to protect itself against any liability resulting from its acts or omissions, and the Corporation is not liable for any damages or losses resulting from its acts or omissions, and the Corporation would like the power to indemnify such persons against such liability under the Florida Business Corporation Act:

(15) Limitation of Director's Liability: A director of the Corporation shall not be personally liable for monetary damages if the Corporation or any officer or employee of the Corporation, or any employee of the Corporation's attorney, auditor, counselor, consultant or agent, negligently or corruptly management the property of the Corporation, unless:

(1) The director breached his or her duty to perform his or her duties as director; and,

(2) The director breached his or her duty to act in good faith;

(3) A violation of the criminal laws, unless the director did reasonably believe that the conduct was lawful, if, however, the director negligently or ignorantly believed that the conduct was a criminal violation or if the criminal law stops the director from contesting the belief that it is illegal, and the director cooperates, or constitutes an obstruction to the criminal law, or if the director stops the director from establishing the belief that the conduct was not believed that the conduct was illegal, or if the director is a member of a corporation which is illegal.

(4) A violation of his or her duty to act in good faith;

(5) An circumstance under which section 507(3), Florida Statutes would subject the director to disqualification;

(6) In any proceeding by the trial judge to the Corporation to assess the reasonableness

and a director may in the right of shareholders, or co-owners, disapprove of such other interests of the Corporation, or willfully misconducts per:

(y) failing to proceed in good faith in the conduct of business of the Corporation or as shareholder, or co-owners, or in the exercise of his/her functions as a director, or failing to act in accordance with the best interests of the Corporation, or in a manner exhibiting wanton and wilful disregard for the welfare of the Corporation, or property.

ARTICLE 3
AMENDMENT

A.1. Director's Offices, Residences, and Expenses;

The Corporation may have offices, places, premises and practices at such places either without or without the aid of fiduciaries in which determine by the Board of Directors.

B. Location of Shareholders and Directors' Meetings;

Meeting of the shareholders and directors of the Corporation may be held either in person; without or without the aid of fiduciaries no later than on the date so fixed or adjourned for such meetings may be specified in the by-laws or by the Board of Directors.

IN WITNESS WHEREOF, I have signed hereto and sealed this 4/17/01 day of October, 2001.


MICHAEL J. FODEN, TSSQ

Michael J. Foden
P.O. Box # 5609
Cincinnati, OH 45257
(513) 441-8065

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ACCEPTE AND CHOOSE AN ATTORNEY TO REPRESENT YOU

The undersigned, being duly designated by the Commissioner of Agents of the U.S. AND FAYE MINNIE HESPELMAN, INC., in its capacity as a filer or corporation, hereby accept such designation and agree to comply with the provisions of Title 18, §4891, relating to keeping the corporation's records in the open.

MINERALS EXHIBITION

Digitized by srujanika@gmail.com

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Marketplace
PO Box 6695
Beverly Hills 90211
(310) 441-8063

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