

**ARTICLES OF INCORPORATION
NATURE COAST EMERGENCY MEDICAL FOUNDATION
(A Florida non-Profit Corporation)**

The undersigned persons acting as Incorporators of a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE I – NAME

The name of this Corporation shall be NATURE COAST EMERGENCY MEDICAL FOUNDATION, INC; (hereinafter referred to as the Foundation); which shall have its principal office at 3876 W. Country Hill Drive, Lecanto, Florida 34461.

ARTICLE II – PURPOSE

The general nature and object of the Foundation shall be to provide emergency medical services within Citrus County, Florida, in a manner which shall not be inconsistent with the provisions of Chapter 401 of the Florida Statutes, and of the rules, regulations and procedures which may from time-to-time be established by the Department of Health; and in connection therewith, to acquire, employ, establish, conduct, manage and otherwise operate vehicles or other facilities of any nature which shall be necessary or desirable for the rendition of emergency medical services in Citrus County, Florida. Prior to the rendition of any such service, the Foundation shall comply with all applicable laws of the State of Florida, and rules and regulations established by administrative agencies of the State and by the County of Citrus. Consistent with the provisions of Section 401.46, Florida Statutes, the Foundation shall employ or contract with a Medical Director as provided therein.

ARTICLE III – LIMITATIONS

The Foundation shall be governed by and shall enjoy all of the powers and authority conferred under the provisions of the Florida laws relating generally to corporations not-for-profit. In exercising any of its said powers this corporation shall do so only in furtherance of the exempt purpose for which it has been organized as described in Section 501(C)(3) of the Internal Revenue Code. No shares of stock or certificates of participation shall be issued by the Foundation. No dividends or other distribution of the income or profits of the Foundation shall be made to its directors or officers. No director or officer shall receive compensation for services rendered as a director or officer. The Foundation may pay reasonable compensation to its directors and officers for services rendered as an employee, consultant or in a capacity other than as a member of the Board of Directors in conformity with the purposes of the Foundation. No substantial part of the activities or finances of the Corporation shall be the carrying on of propaganda, or otherwise attempting 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 or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the purpose for which this Foundation is organized is exclusively charitable within the meaning of Section 501(C)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Corporation shall not conduct or carry on any

activities not permitted to be conducted or carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE IV – MEMBERSHIP

The Foundation shall not have members.

ARTICLE V – TERM

This Corporation shall have perpetual existence.

ARTICLE VI - REGISTERED OFFICE: REGISTERED AGENT

The principal office of the corporation is 3876 W. Country Hill Dr., Lecanto, FL 34461. The name and street address of the registered agent is:

Jennifer C. Rey, Esq.
The Hogan Law Firm, LLC
20 S. Broad Street
Brooksville, Florida 34601

ARTICLE VII – DIRECTORS

The property, affairs, activities and management of the Foundation shall be vested in a Board of Directors consisting of not less than three (3) directors or more than fifteen (15) directors. The number may from time to time be increased as prescribed in the By-Laws of the Foundation. The manner of selection of directors of the Board of Directors of the corporation shall be as established in the By-Laws.

The Board of Directors named in this Certificate of Incorporation are the first Board of Directors and shall hold office until the first meeting of members to be held on July 5, 2000, at 2:00 P.M. at the New Lecanto Government Building, 3600 West Sovereign Path, Room 280, Lecanto, Florida 34461 at which time an election of the Board of Directors shall be held.

Annual meetings shall be held in July of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by Resolution.

All meetings shall be held within Citrus County and in a place open to the public. All meetings held and all actions taken by the Board of Directors, and its committees, shall be noticed and open to the public in conformance with Florida Sunshine Law, Chapter 286.011, Florida Statutes. All records of the Foundation shall be open to the public in accordance with Chapter 119, Florida Statutes, provided, however, those records pertaining to patients or other medical records deemed confidential or otherwise exempt from public records disclosure by Florida law shall not be open to public inspection.

The names and addresses of each of the persons who are to serve on the initial Board of Directors are as follows:

Charles A. Blasband
Chief Executive Officer
Citrus Memorial Hospital
502 W. Highland Boulevard
Inverness, FL 34450

Don McKenna
Chief Executive Officer
Seven Rivers Community Hospital
6201 N. Suncoast Blvd.
Crystal River, FL 34429

Joseph Elizarde
Police Chief
City of Inverness
401 N. Apopka Avenue
Inverness, FL 34450

Jim Farley
Police Chief
City of Crystal River
123 N.W. Highway 19
Crystal River, FL 34429

Dr. C. Joseph Bennett, Jr.
605 West Highland Avenue
Inverness, FL 34450

Lawrence Griffiths
2752 W. Sunrise Street
Lecanto, FL 34461

Sheriff Jeff Dawsy
Citrus County Sheriffs Office
1 South Park Avenue
Inverness, FL 34450-4994

ARTICLE VIII – INCORPORATORS

The names and street addresses for each Incorporator are as follows:

Richard Wm. Wesch
Assistant County Administrator

3600 West Sovereign Path, Suite 267
Lecanto, FL 34461

Larry M. Haag
County Attorney
111 West Main Street, Third Floor
Inverness, FL 34450

Charles Poliseno
Director, Public Safety Department
285 S. Kensington Avenue
Lecanto, FL 34461

ARTICLE IX – OFFICERS

The Board of Directors shall elect the following officers:

President
Vice President
Treasurer
Secretary

and such officers as the By-Laws of this corporation may authorize and the Board of Directors to elect from time to time. Officers shall be elected at the annual meeting of the Board of Directors.

ARTICLE X – AMENDMENTS

The By-Laws of the Foundation in these Articles of Incorporation may be amended by two-thirds (2/3) vote of the directors present and voting at a Regular or Special Meeting, providing there is a quorum of at least a simple majority of the directors of record of the Foundation present and voting at such meeting. Amendments may be proposed by the Executive Committee, which shall consist of the officers of the corporation, or by petition signed by at least 15% of the directors of the Foundation. A statement of any proposed Amendment shall accompany the meeting notice of any Regular or Special Meeting at which such Amendment shall be voted upon and said meeting notice shall be mailed not less than seven (7) days prior to such meeting.

ARTICLE XI – DISSOLUTION

1. Manner. The Foundation may be dissolved by a three-fourths (3/4) vote of those directors present, but not less than 75% of the directors as a quorum, and voting at any meeting called for such purpose, notice thereof to be given as provided in the By-Laws.

2. Distribution of Assets. In the event of dissolution of the Foundation, no officer or director shall be entitled to or receive, either directly or indirectly, any distribution of the assets of the Foundation, and the balance of all assets remaining after payment of all debts, expenses and obligations of the Foundation shall be turned over to one or more organizations which themselves

are exempt organizations described in Sections 501(C)(3) and 170(C)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal Government, or to a state or local government for a public purpose.

ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended Articles of Incorporation this ____ day of _____, 2020.

Mary Hedges, President

Pamela Jane Bedford, Secretary

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091, Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503, Florida Statutes.

Jennifer C. Rey, Esq.