

File 3rd

N98000006676

FILING COVER SHEET

REFERENCE:

0171.4502

DATE:

11-16-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICE

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

American Academy of
Ambulatory Care, Inc

STATE FEES PREPAID WITH CHECK # 44864 FOR \$ 78.75

FILED
98 NOV 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE FILE:

600002687796--3
-11/16/98--01030--007
*****78.75 *****78.75

☒ ARTICLES OF INC.

☐ AMENDMENT

☐ DISSOLUTION

☐ ANNUAL REPORT

☐ MERGER

☐ WITHDRAWAL

☐ QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ TRADEMARK/SERVICE

☐ UCC-1

☐ UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ STAMPED COPY

Examiner's Initials

W-25810

TS



PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1998

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: AMERICAN ACADEMY OF AMBULATORY CARE INC.
Ref. Number: W98000025810

We have received your document for AMERICAN ACADEMY OF AMBULATORY CARE INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 698A00055158

RECEIVED
DIVISION OF CORPORATIONS
NOV 19 1998

STATE OF FLORIDA

COUNTY OF ORANGE

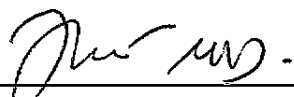
**AFFIDAVIT OF OFFICER
OF AMERICAN ACADEMY OF AMBULATORY CARE INC.**

BEFORE ME, the undersigned, personally appeared FRANZ RITUCCI, JR., M.D., President of AMERICAN ACADEMY OF AMBULATORY CARE INC., a Florida for-profit corporation (hereinafter referred to as the "Corporation"), who, upon being duly sworn, certified as follows:

1. The Corporation does not intend to revoke the Articles of Dissolution of the Corporation, as provided for in Section 607.1404(1) of the Florida Statutes, after the Articles of Dissolution have been filed with the Office of the Secretary of State of the State of Florida.

2. Pursuant to the provisions of Section 607.1405 of the Florida Statutes, the Corporation permits the immediate assumption and use of the Corporation's name "American Academy of Ambulatory Care Inc." by a not-for-profit corporation to be created by Articles of Incorporation filed by Franz Ritucci, Jr., M.D., as incorporator, and assigned reference number W98000025810.

FURTHER AFFIANT SAITH NOT.

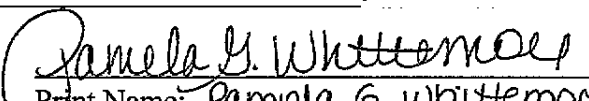


Franz Ritucci, Jr., M.D., President of American
Academy of Ambulatory Care Inc.

Sworn to and subscribed before me this 20 day of November, 1998, by FRANZ RITUCCI, JR., M.D., as President of AMERICAN ACADEMY OF AMBULATORY CARE INC., a Florida corporation. Said person (check one) ☐ is personally known to me, ☒ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____



PAMELA G. WHITTEMORE
My Commission CC546275
Expires May, 18, 2000



Print Name: Pamela G. Whittemore
Notary Public, State of Florida
Commission No.: CC546275
My Commission Expires: May 18, 2000

ARTICLES OF INCORPORATION
OF
AMERICAN ACADEMY OF AMBULATORY CARE INC.

FILED
98 NOV 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be American Academy of Ambulatory Care
Inc.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the corporation is 7512 Dr. Phillips
Boulevard, Suite 50-324, Orlando, Florida 32819, which is also the mailing address of the
corporation .

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is a professional society organized exclusively as a
business league under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or
such corresponding section of any future federal tax code (hereinafter referred to as the "Code"),
to improve the profession of ambulatory care/urgent care medicine nationwide in the areas of
professional growth, scientific and medical research, and medical education, all to improve the
overall quality of medical care. To the extent consistent with the preceding sentence and

permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, promoting the common business interests of its physician members to improve the field of ambulatory care/urgent care medicine nationwide by conducting continuing medical education courses, promoting improved business standards and methods for ambulatory care/urgent care medicine, establishing certification requirements for Board certified ambulatory care/urgent care physicians, establishing an ambulatory care/urgent care residency program, and publishing and distributing a journal in the field of ambulatory care/urgent care medicine.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

ARTICLE IV - MEMBERS

The initial members of the corporation shall be the Board of Directors of the corporation as designated in these Articles of Incorporation, and additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the corporation. The corporation shall not reject any application for membership on the basis of race, religion, sex or national origin.

ARTICLE V - ELECTION OF DIRECTORS

The Board of Directors of the corporation shall be elected as provided in the Bylaws and shall at all times consist of at least three (3) persons. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Franz Ritucci, M.D.	7512 Dr. Phillips Boulevard, Suite 50-324 Orlando, Florida 32819
Carole Early, M.D.	7512 Dr. Phillips Boulevard, Suite 50-324 Orlando, Florida 32819
Anthony Rizzo, M.D.	7512 Dr. Phillips Boulevard, Suite 50-324 Orlando, Florida 32819

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VIII - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 7512 Dr. Phillips Boulevard, Suite 50-324, Orlando, Florida 32819, and the name of the initial registered agent of this corporation at that address is Franz Ritucci, Jr., M.D. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator of this corporation is:

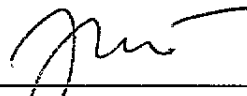
<u>Name</u>	<u>Address</u>
Franz Ritucci, Jr., M.D.	7512 Dr. Phillips Boulevard, Suite 50-324 Orlando, Florida 32819

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are

organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

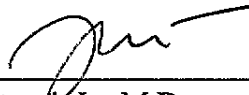
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 30 day of October, 1998.



Franz Ritucci, Jr., M.D.

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 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Franz Ritucci, Jr., M.D.

Date: October 30, 1998

G:\TAX\UDC\AAAC-16A.wpd

FILED
98 NOV 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA