

3209

ARTICLES OF INCORPORATION

OF

THE SOUTHEASTERN SURGICAL NURSES ASSOCIATION

WE, THE UNDERSIGNED, hereby associate ourselves for the purpose of forming a non-profit corporation under the laws of the State of Alabama, pursuant to the Alabama Non-Profit Corporation Act, and hereby certify as follows:

ARTICLE I

NAME

The Name of the corporation shall be:

THE SOUTHEASTERN SURGICAL NURSES ASSOCIATION

ARTICLE II

PURPOSE

The corporation is organized as a non-profit corporation, the purpose of which shall be solely to foster high standards of nursing practice; to maintain the principles of professional ethics and promote the professional and educational advancement of nurses. The corporation is authorized to do and perform any and all acts and services incidental or necessary to carry out the above purposes and to engage in any lawful act or activity for which a non-profit corporation may be organized under the Alabama Non-Profit Corporation Act.

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*Southeastern Surgical Nurses Association  
P.O. Box 330  
Polkham, AL 35124*

In the event of dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall be conveyed or distributed to a corporation which is at the time of the receipt of such assets an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, and as a public charity under Section 509(a) of the Internal Revenue Code of 1954, as amended, (or the Corresponding provisions of any future United States Internal Revenue Law), as the Advisory Board of the corporation may determine.

ARTICLE III

POWERS

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The corporation shall possess and may exercise all of the powers and privileges granted by the laws of the State of Alabama, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the corporation shall not engage in activities that are not in furtherance of its charitable, scientific, or educational purposes other than as an insubstantial part of its activities.

ARTICLE IV

TERM OF EXISTENCE

The term for which the corporation is to exist shall be perpetual.

ARTICLE V

MEMBERSHIP

The corporation shall be organized as a nonstock, membership corporation.

5.1 ACTIVE/ INACTIVE/ SENIOR MEMBERS

The membership of the corporation shall be by invitation to registered nurses licensed by a state board of nursing and graduated from a school of nursing approved by the National League of Nursing and/or who have retired but wish to remain identified with the Association or members affected by prolonged illness, or for other reasons find they must be inactive in practice and/or those reaching the age of 65, who are still in active practice.

5.2 ASSOCIATE/ AFFILIATE/ HONORARY MEMBERS

The corporation may have such classes of associate, affiliate, and honorary membership as may from time to time be provided for in the bylaws, but who shall be non-voting members.

5.3 EXECUTIVE COMMITTEE

The Executive Committee, subject to the initial Executive Committee, shall be elected by the members at its annual meeting.

ARTICLE VI

INCORPORATORS

The name and addresses of the subscribers to these Articles of Incorporation and incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert P. Mosca	2017 Lakemoor Drive Birmingham, Alabama 35244
Marc B. Wilson	3316 Afton Way Birmingham, Alabama 35243

ARTICLE VII

EXECUTIVE COMMITTEE

7.1 NUMBER

The affairs of the corporation are to be managed by an Executive Committee consisting of no fewer than six (6) Executive Committee Members, the exact number of which shall be from time to time fixed by, or in the manner provided in, the bylaws. The first Executive Committee shall consist of six (6) members.

7.2 EXECUTIVE COMMITTEE

The names and addresses of the initial Executive Committee are:

<u>Name</u>	<u>Address</u>
Sharon Mercer, R.N. President, Pres.-Elect	4627 Beaver Road Louisville, Kentucky 40207
Linda Morgan, R.N. Vice President	P. O. Box 2438 Lake City, Florida 32056-2438

Judy Jenkins, R.N. Recording Secretary-Treasurer	2601 Hillsboro Road, N-5 Nashville, Tennessee 37212
Debbie Bean, R.N. Secretary Director Past President	1114 Star Trek Lane Birmingham, Alabama 35215
Antoniette Grimsley Councilor	2377 Landings Court Norcross, Georgia 30071
Lois E. Marshall, R.N. Councilor	1601 Green Gables Road Fairmont, West Virginia 26554

The initial Executive Committee shall be divided into three classes: A, B, and C. Initial Class A, B, and C Executive Committee Members shall serve for terms of one (1), Two (2) and Three (3) years, respectively. Each of the successors of the initial Executive Committee shall be elected to the same number of years, divided into classes A, B, and C as stated above, subject to the limitations set forth below.

#### 7.3 POWERS

The Executive Committee shall act for the corporation and shall have the power to decide all matters relating to the conduct of business for the corporation.

#### 7.4 REELECTION

Except for the initial Executive Committee, no Executive Committee Member shall be eligible to serve more than three (3) full and consecutive terms as Executive Committee Member of the corporation.

7.5 RESIGNATION AND REMOVAL OF EXECUTIVE COMMITTEE

MEMBER

Provision for removing and resignation of Executive Committee Members, for filling vacancies on the Executive Committee shall be established in the bylaws.

ARTICLE VIII

OFFICERS

8.1 NUMBER

There shall be five (5) officers of the Corporation. They are: President, President-Elect, Vice President, Recording Secretary-Treasurer, Secretary Director.

8.2 ELECTION AND TERM OF OFFICE

Officers shall be elected by the members at the annual meeting of the corporation. The term of office shall be as defined in Article 7.2 of Corporation's Articles of Incorporation.

8.3 POWERS AND DUTIES

The powers and duties of the officers of the corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the bylaws of the corporation.

8.4 INITIAL OFFICERS

The name and addresses of the initial officers are:

<u>Name</u>	<u>Address</u>
Sharon Mercer, R.N. President, Pres.-Elect	4627 Beaver Road Louisville, Kentucky 40207
Linda Morgan, R.N. Vice President	P. O. Box 2438 Lake City, Florida 32056-2438

Judy Jenkins, R.N.  
Recording Secretary-Treasurer

2601 Hillsboro Road, N-5  
Nashville, Tennessee 37212

Debbie Bean, R.N.  
Secretary Director

1114 Star Trek Lane  
Birmingham, Alabama 35215

ARTICLE IX

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this corporation shall be vested in the Executive Committee.

ARTICLE X

AMENDMENTS

The power to alter, amend, or repeal these Articles of Incorporation shall be vested in the members and may be exercised only upon the affirmative vote of a majority of the members.

ARTICLE XI

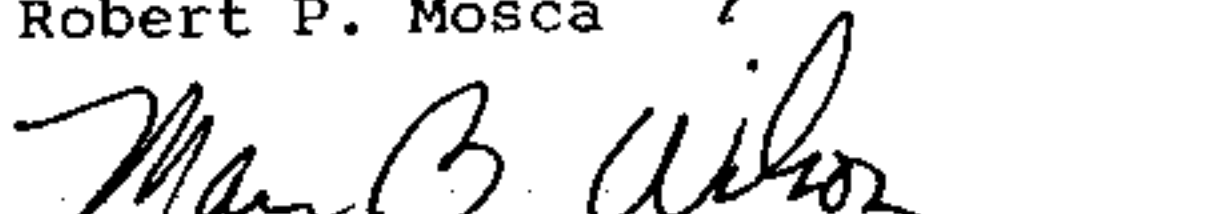
REGISTERED AGENT AND REGISTERED OFFICE

The address of the initial registered office of the corporation is 2163 Highway 31 South, Pelham, Alabama 35124.

The registered agent at that address is Robert P. Mosca.

IN WITNESS WHEREOF, the undersigned have signed these Articles this 15 day of April, 1987.

  
Robert P. Mosca

  
Marc B. Wilson

STATE OF ALABAMA)

SHELBY COUNTY)

Before me, personally appeared, Robert P. Mosca and Marc B. Wilson, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

*April* WITNESS my hand and official seal, this *15th* day of *April*, 1987.

*Meredith B. ...*  
Notary Public

A circular notary seal for Meredith B. ... Notary Public, State of Alabama. The seal is partially obscured by the signature.

My Commission Expires: *5/16/89*

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# State of Alabama

SHELBY

## County

CERTIFICATE OF INCORPORATION

OF

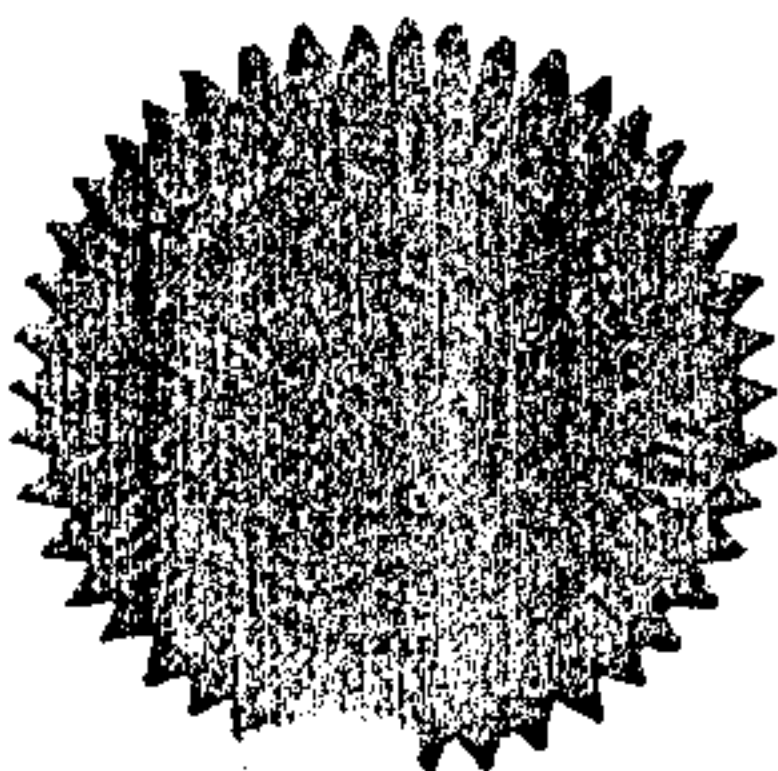
THE SOUTHEASTERN SURGICAL NURSES ASSOCIATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of THE SOUTHEASTERN SURGICAL NURSES ASSOCIATION, duly signed and verified pursuant to the provisions of Section \_\_\_\_\_ of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of THE SOUTHEASTERN SURGICAL NURSES ASSOCIATION, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 30th day of

APRIL, 1987.



STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1987 APR 30 AM 9:08

*Thomas A. Shavelin Jr.*  
JUDGE OF PROBATE

*Thomas A. Shavelin Jr.*  
Judge of Probate

Rec 25.00  
Jud 1.00  
26.00