

NO3000001094

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

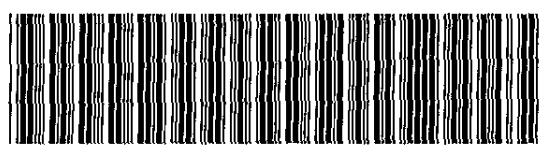
(Business Entity Name)

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RECEIVED
03 FEB - 7 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 FEB - 7 PM 1:38
DIVISION OF CORPORATION
01/03/03

Janet McVaney
Ausley & McMullen

Requestor's Name

227 S. Calhoun Street

Address

Tallahassee, FL 32301

425-5457

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Nicklaus Children's Health Care NEW
Foundation, Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- Walk in Pickup time Certified Copy
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NEW FILINGS	
	Profit
X	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line: (850) 425-5307

February 7, 2003

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Nicklaus Children's Health Care Foundation, Inc.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
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I would appreciate your calling me at 425-5307 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,


Janet McVaney

/dmw

Enclosures

MJGALTRVNCHECF SOS Arts ltr 02.07.03
002748.10954

**ARTICLES OF INCORPORATION
OF
NICKLAUS CHILDREN'S HEALTH CARE FOUNDATION, INC.**

Not-For-Profit Corporation

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act, as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation (hereinafter called "Corporation") is Nicklaus Children's Health Care Foundation, Inc. and its initial principal office is located at 927 45th Street, West Palm Beach, Florida 33407.

ARTICLE II
DURATION

The term of this Corporation is fixed in perpetuity and is to commence when these Articles of Incorporation are filed with the Department of State.

ARTICLE III
PURPOSE AND POWERS

The Corporation is organized and shall be operated exclusively for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). It is being formed and shall be operated exclusively to advance and enhance the health of children residing in or visiting the "Five County Region" of the State of Florida, primarily by supporting medical, surgical and other pediatric health programs carried on by or in conjunction with the Nicklaus Children's Hospital at St. Mary's Medical Center, West Palm Beach, Florida. The "Five County Region" is defined as the Counties of Palm Beach, Okeechobee, St. Lucie, Martin and Indian River.

ARTICLE IV
REGISTERED AGENT

The initial registered office is located at the law offices of Ausley & McMullen, 227 South Calhoun Street, Tallahassee, FL 32302, and Michael J. Glazer is the initial registered agent.

03 FEB -7 AM 9:34
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TALLAHASSEE FLORIDA

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ARTICLE V
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation 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 Third Article hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to 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 provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE VI
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization(s) that serve or provide for children's health care needs in and around Palm Beach County, Florida, that are organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determined, which are organized and operate exclusively for such purposes.

ARTICLE VII
DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE VIII
INCORPORATOR

The name and address, including street and number of the incorporator(s), is as follows:

Michael J. Glazer
Ausley & McMullen
227 South Calhoun Street
Tallahassee, FL 32302

IN WITNESS WHEREOF, the incorporator(s) of this corporation, have executed these Articles of Incorporation on this seventh day of February, 2003.

By: 

Name: Michael J. Glazer

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of Nicklaus Children's Health Care Foundation in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Michael J. Glazer


Dated: February 7, 2003