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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MIAMI HEART RESEARCH INSTITUTE, INC.**

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ARTICLES OF RESTATEMENT

OF

ARTICLES OF INCORPORATION OF

MIAMI HEART RESEARCH INSTITUTE, INC.

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Miami Heart Research Institute, Inc., a Florida not-for-profit corporation, pursuant to Section 617.1007 of the Florida Statutes, files these Articles of Restatement with the Florida Department of State and states that the following is the text of the amended and restated Articles of Incorporation.

There are no members entitled to vote on these Articles of Restatement. These Articles of Restatement were adopted by the Board of Trustees of Miami Heart Research Institute, Inc. on August 30, 2017.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is Miami Heart Research Institute, Inc. ("Corporation"). The mailing address of the Corporation is as follows:

4770 Biscayne Boulevard, Suite 500
Miami, Florida 33137

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

GENERAL PURPOSES

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Revenue Law, hereinafter the "Internal Revenue Code") for the benefit of, to perform the functions of, or to carry out the purposes of, Florida Heart Research Foundation, Inc., a Florida not-for-profit corporation devoted to joint missions of educating the public about the dangers of cardiovascular disease and continuing research to prevent heart disease ("FHRF"), so long as FHRF remains an organization described in Section 509(a)(1) or (a)(2) of the Internal Revenue Code, and to engage in activities related to the foregoing purposes, and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to effect the foregoing purposes.

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Subject to the previous paragraph, the Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida governing the activities of charitable and not-for-profit entities; provided, however, that in no event shall the Corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

BOARD OF TRUSTEES

The business of the Corporation shall be managed and its corporate powers shall be exercised by its Board of Trustees, except as otherwise provided by statute or by the Articles of Incorporation. The number of members of the Board of Trustees ("Trustees") shall consist of no fewer than seven (7) and no more than fifteen (15) Trustees, as determined by the Trustees of the Corporation, by majority vote, from time to time. All Trustees shall be natural persons of at least eighteen (18) years of age. Any Trustee who has failed to attend, without excuse approved by the Board of Trustees, at least fifty percent (50%) of that current year's meetings of the Board of Trustees, shall not be eligible for reelection to the next year's Board of Trustees. Any vacancy occurring in the Board of Trustees, including any vacancy created by reason of an increase in the number of Trustees or removal of a Trustee, shall be filled by the remaining Trustees of the Corporation, by majority vote.

ARTICLE V

NONSTOCK BASIS

The Corporation shall not have capital stock.

ARTICLE VI

AMENDMENT

The Board of Trustees shall have the power to amend and restate the Articles of Incorporation of the Corporation.

ARTICLE VII

BYLAWS

The Board of Trustees shall have the power to amend and restate the Bylaws of the Corporation.

ARTICLE VIII

EXEMPT STATUS

Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a medical and scientific

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research organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or to which contributions are deductible under section 170(c)(2) of the Code.

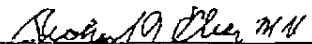
ARTICLE IX
DISSOLUTION

In the event of the dissolution of the Corporation and after all of the Corporation's liabilities and obligations have been paid and discharged, the remaining assets of the Corporation shall be distributed to one or more non-profit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which has tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, and also which has a similar purpose to the purpose of the Corporation as set forth in Article III above.

ARTICLE X
INUREMENT

No part of the assets or the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, as is consistent with the maintenance of exempt status under Section 501(c)(3) of the Internal Revenue Code.

THE UNDERSIGNED HAS EXECUTED these Articles of Restatement to amend and restate the Articles of Incorporation of Miami Heart Research Institute, Inc. on this 16 day of November, 2017.



Richard A. Elias, M.D., Chairman
Board of Trustees