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December 14, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Heart University Foundation Inc.

11000000008277

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other **000003501360--6**
-12/14/00--01025--018
*****70.00 *****70.00

EFFECTIVE DATE

12-12-00

Retrieval Request

☐ Photocopy

☐ Certified Copy

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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AP 12-14

ARTICLES OF INCORPORATION
OF
HEART UNIVERSITY FOUNDATION, INC.
(A Corporation Not-for-Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I.
NAME

EFFECTIVE DATE
12-12-00

The name of the corporation shall be: HEART UNIVERSITY FOUNDATION, INC.

ARTICLE II.
ADDRESS

The street address and the mailing address of the corporation is 1329 50th Avenue N.E., St. Petersburg, Florida 33703.

ARTICLE III.
DURATION; EFFECTIVE DATE

The corporation shall have perpetual existence, commencing on December 12, 2000.

ARTICLE IV.
PURPOSES

The corporation is organized exclusively for charitable, religious, education, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and its principal purpose shall be to develop and implement programs in medical education for health professionals and members of the general public and to conduct clinical research.

ARTICLE V.
POWERS

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members,

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 Article III 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI. DISSOLUTION

No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, exclusively for the purposes of the corporation in such manner or to such other organization or organizations organized and operated or to such other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, 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.

ARTICLE VII.

NO MEMBERS

This corporation shall be organized in a non-stock basis, shall not issue shares of stock and shall have no members.

ARTICLE VIII.

BOARD OF DIRECTORS

Control of the affairs of the corporation shall initially be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Directors. The Board of Directors shall be a self perpetuating body and new Directors shall be elected by the ongoing Directors at their annual meeting. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board, whether or not then a quorum. Any member of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

Michael E. McIver
1329 50th Avenue N.E.
St. Petersburg, FL 33703

Judith A. Reddinger
10913B 126th Avenue North
Largo, FL 33778

Margaret A. Douglass
4319 Augustine Avenue
Sarasota, FL 34231

ARTICLE IX.

INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X.
BYLAWS

The Board of Directors shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE XI.
REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be: 10913B 126th Avenue North, Largo, Florida 33778.

The registered agent shall be: Judith A. Reddinger

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XII.
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Directors and such amendments may be proposed and adopted in the manner provided in the Bylaws.

ARTICLE XIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is Judith A. Reddinger, 10913B 126th Avenue North, St. Petersburg, Florida 33778

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation executed on the 13th day of December, 2000.




Judith A. Reddinger

147978

ACCEPTANCE AND ACKNOWLEDGMENT

Pursuant to §617.0501, Florida Statutes, I agree to act as registered agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of §617.0503, Florida Statutes.



Judith A. Reddinger,
Registered Agent

147978

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