

*NO 1000003293*

**Heart of Florida Donor Services, Inc.**

1611 East Highway 60  
Lake Wales, Florida 33853

**FILED**  
01 MAY -7 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 3, 2001

State of Florida  
Division of Corporations  
Tallahassee, FL 32314

100004140421--0  
-05/08/01--01023--007  
\*\*\*\*\*\$7.50 \*\*\*\*\*\$7.50

To whom this concerns,

Enclosed are two copies of my Articles of Incorporation for Heart of Florida Donor Services, Inc. One copy for your records, one copy to be date stamped and returned to me expeditiously. I checked the Department of Corporations Web Search by fictitious names on the 3<sup>rd</sup> of May to confirm the name was not currently in use.

Also enclosed is a check for \$87.50

\$35.00 for the Filing Fee  
\$35.00 for the Registered Agent  
\$ 8.75 for the Certified Copy  
\$ 8.75 for the Cert. of Good Standing  
\$87.50 Total to be paid.

**Return To:**  
**John S. Elliott**  
**Heart of Florida Donor Services, Inc.**  
**1611 East Highway 60**  
**Lake Wales, FL 33853**

If there are any questions concerning this transaction, please call me at (863)-676-6007.

Sincerely,

*John S. Elliott*

John S. Elliott

encl.

D. BROWN MAY 1, 0 2001

**Articles of Incorporation  
For  
Heart Of Florida Donor Services, Inc.**

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**TALLAHASSEE, FLORIDA**

**ARTICLE I – NAME**

The name of the corporation is: **HEART OF FLORIDA DONOR SERVICES, INC.**

**ARTICLE II – NATURE OF BUSINESS**

This is a nonprofit corporation, organized solely for the general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III – DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV – GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- A. To promote the public health and well being of the Central Florida and surrounding region by organizing, facilitating, and managing, a process for the donation and recovery of tissues for transplant and other medical uses.
- B. For the advancement of charity, educational and other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- C. To assist existing 501 (c) (3) organizations relating to the general welfare of the community, and other local qualifying organizations which provide charitable and educational benefit to the greater Central Florida Area.

D. To operate exclusively in any manner for such charitable and educational purposes as it will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### **ARTICLE V – MANAGEMENT OF CORPORATE AFFAIRS**

Board of Directors. The powers of this corporation shall be exercised; its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The initial number of Directors of this corporation shall be four (4) provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the members at which time an election of Board members shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of three (3) years until the annual meetings determine the election of new successors to office. The annual meeting of the Directors shall be held during the second month after the close of the financial year at a designated place disclosed by the Board of Directors in resolution.

Any action required or taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action that was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles Of Incorporation and the bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Their names and addresses of initial Board of Directors are as follows:

**John S. Elliott**, 1611 East Highway 60, Lake Wales, FL 33853

**Francisco Ancaya, M.D.**, 1611 East Highway 60, Lake Wales, FL 33853

**Dave Lane Holt**, 1001 Grace Avenue, Haines City, FL 33844

**Gene S. Elliott**, 3540 NW 46<sup>th</sup> Terrace, Gainesville, FL 32606

#### **ARTICLE VI – EARNINGS AND ACTIVITIES OF CORPORATION**

- A. No part of the earnings of the corporation shall inure to the benefit of, or 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 set forth in the Articles VI hereof.
- B. 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.
- C. Notwithstanding any other provisions 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).
- D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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## **ARTICLE VII – DISTRIBUTION OF ASSETS**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the corporate liabilities, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or 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 asset not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII – MEMBERSHIP**

This qualification for members and the manner of their admission is to be as regulated in the Bylaws for this corporation.

## **ARTICLE IX – INCORPORATOR**

The name and address of Incorporator and address of corporation is as follows:

John S. Elliott  
1611 East Highway 60  
Lake Wales, Florida 33853

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#### **ARTICLE X – AMENDMENT OF BYLAWS**

Subject to limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State Of Florida, concerning corporate action that must be authorized or approved by the members of the corporation. The Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws adopted, either by a resolution to the Board of Directors, or by following the procedure set forth in the Bylaws.

#### **ARTICLE XI – DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

#### **ARTICLE XII – REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 1611 East Highway 60, Lake Wales, Florida 33853, and the name of its registered agent at said address will be John S. Elliott.

#### **ARTICLE XIII – AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

The undersigned, being the Subscriber and Incorporator in this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 1<sup>st</sup> day of May, 2001.

John S. Elliott  
JOHN S. ELLIOTT

WITNESSED BY:

Tracy R. Ingram

STATE OF FLORIDA

COUNTY OF POLK

Before me, the undersigned authority, personally appeared **JOHN S. ELLIOTT**, who, being by me duly sworn, deposes and says that he executed the foregoing Articles of Incorporation for the purposes therein contained.

Sworn to and subscribe before me this 1st day of MAY, 2001.

Jeanette A. Atkinson 12-2-03  
NOTARY PUBLIC My Commission Expires:  
(NOTARY SEAL)



Jeanette A. Atkinson  
MY COMMISSION # CC892378 EXPIRES  
December 2, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT

The undersigned natural person hereby accepts designation as registered agent for **HEART OF FLORIDA DONOR SERVICES, INC.**

John S. Elliott 5-1-01  
JOHN S. ELLIOTT DATE

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01 MAY -7 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA