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NO10000005395
VIA FEDERAL EXPRESS

July 30, 2001

Ms. Gina Bullock
Corporate Division
The Department of State
of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

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-07/31/01--01052--008
*****78.75 *****78.75

Re: CLEVELAND CLINIC FLORIDA FOUNDATION, NONPROFIT CORPORATION

Dear Ms. Bullock:

Enclosed for immediate filing with the Secretary of State is original and copy of the Articles of Incorporation for the referenced Corporation.

Enclosed is our firm check in the amount of \$78.75 for the filing fees and the certified copy.

Please return the certified copy in the Federal Express envelope provided with our account number 0331-4121-1.

Thank you for your assistance and if you have any questions, please call me at (305) 577-7712.

Very truly yours,

Amneriz E. Veloso
Amneriz E. Veloso
Legal Assistant

FILED
01 JUL 31 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AEV/
Enclosures

Miami; Document #: 7811v1

G. BULLOCK JUL 31 2001

ARTICLES OF INCORPORATION
OF
CLEVELAND CLINIC FLORIDA FOUNDATION, NONPROFIT CORPORATION

The undersigned, desiring to form a Florida corporation not for profit in compliance with Chapter 617, Florida Statutes (Not for Profit), hereby certifies:

Article I: Name of The Corporation

The name of the Corporation is "Cleveland Clinic Florida Foundation, Nonprofit Corporation."

Article II: Principal Office

The initial principal office of the Corporation in the State of Florida is at 2950 Cleveland Clinic Blvd., Weston, FL 33331.

Article III: Purpose

Consistent with the charitable mission of The Cleveland Clinic Foundation ("CCF"), the purpose for which the Corporation is formed is to promote and support the scientific, charitable, educational and other activities of the Florida entities of CCF and such other CCF activities which may be conducted from time to time in the State of Florida, and the doing of all acts, exercising all powers and assuming all obligations necessary or incident thereto that are permitted by law.

Article IV: Manner of Election; Member and Directors

CCF shall serve as the sole Member of the Corporation. In addition to the corporate powers reserved to the Member in the Bylaws of the Corporation (the "Bylaws") or by applicable law, the Member shall have the sole power and authority to: (a) alter, amend or repeal or adopt new Articles of Incorporation of the Corporation (the "Articles"); (b) alter, amend or repeal or adopt new Bylaws; (c) elect or appoint and remove any or all of the Trustees of the Corporation (as defined herein); (d) elect or appoint or remove any or all of the Officers of the Corporation (the "Officers"); and (e) all voting rights conferred by the Articles and the Bylaws.

The Board of Directors shall be elected or appointed by the Member in accordance with the Bylaws and, for purposes of conducting the business of the Corporation, shall hereafter be referred to in the Articles and Bylaws either as the "Board of Trustees" or individually or collectively as a "Trustee" or "Trustees." The Board of Trustees (the "Board") is empowered to exercise all corporate powers and to manage the business and affairs of the Corporation in accordance with Chapter 617, Florida Statutes (Not for Profit), subject to the powers that are reserved to the Member pursuant to the Articles, the Bylaws, or applicable law. From time to time the number of Trustees of the Corporation may be increased or decreased in accordance with the Bylaws of the Corporation, but shall be no less than three in number.

The number, qualifications, method of election, terms of office, and such other provisions with respect to Trustees and Officers as are not consistent with the express provisions of the Articles shall be as provided in the Bylaws.

Article V: Initial Trustees

The following persons shall serve as the Initial Trustees of the Corporation until the first election of the Trustees:

<u>Name</u>	<u>Address</u>
Harry K. Moon, M.D.	6101 Pine Ridge Road Naples, Florida 34119
Floyd D. Loop, M.D.	9500 Euclid Ave., Mail Code H-18 Cleveland, Ohio 44195
A. Malachi Mixon, III	9500 Euclid Ave., Mail Code H-18 Cleveland, Ohio 44195

Article VI: Initial Registered Agent and Street Address

The name and address of the Corporation's registered agent is Andrew Service Corp. of Florida, 201 South Biscayne Boulevard, Suite 2900, Miami Center, Miami, Florida 33131-4330.

Article VII: Incorporator

The name and address of the Incorporator is:

David W. Rowan
Office of General Counsel
9500 Euclid Ave., Mail Code H-18
Cleveland, Ohio 44195

The powers and duties of the Incorporator shall terminate upon the filing of these Articles with the Secretary of State.

Article VIII: Amendment of the Articles of Incorporation

The Articles may be altered, amended or repealed by the affirmative vote of the Member at any meeting of the Member or by the written consent thereto by the Member.

Article IX: Bylaws

The Initial Bylaws shall be adopted at the first meeting of Trustees by the affirmative vote of all of the Directors. Thereafter, the Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the affirmative vote of the Member at a meeting of the Member, or by the written consent thereto by the Member.

Article X: Limitations

No part of the net earnings or income of the Corporation shall inure to the benefit of or be distributed to its Trustees or Officers or to any private individual, but 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 provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a the Corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as amended (the "Code") as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in

Section 509(a)(1) of the Code, or (b) by the Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article XI: Distribution of Assets on Dissolution

In the event of dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation exclusively for charitable, educational and scientific purposes to such entity or entities as directed by the Member that are then affiliated with CCF in the State of Florida, provided that they are tax exempt pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). If no such tax exempt organization exists at the time of dissolution, then the remaining assets of the Corporation shall be distributed to CCF. In the event CCF is not then tax exempt pursuant to Section 501(c)(3) of the Code, the assets of the Corporation that otherwise would be distributed to it shall be distributed in such manner and to such organizations as directed by the Member that are then affiliated with CCF and are tax exempt pursuant to Section 501(c)(3) of the Code. Any of the assets not so distributed shall be distributed by the circuit court in and for the circuit in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such organization or organizations that are tax-exempt pursuant to Section 501(c)(3) of the Code, as said court shall determine.

Article XI: Internal Revenue Code Sections

Any reference in these Articles to a section of the Internal Revenue Code of 1986, as amended, shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

7/30/01

Signature/Incorporator

Date

7/25/01