

No1000007282

STEEL HECTOR & DAVIS LLP

Requestor's Name

215 S. MONROE ST. SUITE 601

Address

TALLAHASSEE 32301 222.2300

City/State/Zip

Phone #

Office Use Only

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

1. BROWARD HEART SPECIALISTS, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time 1:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

NEW FILINGS	
	Profit
XX	NonProfit
	Limited Liability
	Domestication
	Other

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

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OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

IF YOU HAVE ANY QUESTIONS
REGARDING FILING PLEASE
CONTACT ELIZABETH AT 222.2300.
THANK YOU.

Examiner's Initials

10/18
of

FILED
01 OCT 12 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BROWARD HEART SPECIALISTS, INC.

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

NAME

The name of the Corporation is BROWARD HEART SPECIALISTS, INC.

ARTICLE II

ADDRESS

The initial principal office and mailing address of the Corporation shall be:

303 Southeast 17th Street
Fort Lauderdale, Florida 33316.

ARTICLE III

PURPOSES

Section 3.1. The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States revenue statute (the "Code"), and for the following specific purposes:

A. To provide cardiology services to the North Broward Hospital District, its patients and those in need of cardiology services in Broward County, Florida. The Corporation shall provide services to all patients of the North Broward Hospital District regardless of their ability to pay; and

B. To conduct any and all lawful affairs and business for which corporations may be organized and operated under the Florida Not For Profit Corporation Act as exempt organizations under Section 501(c)(3) of the Code, consistent with the provisions of this Article III.

BROWARD HEART SPECIALISTS, INC.
Articles of Incorporation

Section 3.2. Notwithstanding the foregoing or any other provision of the Articles or Bylaws of the Corporation:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member of the Corporation or the Corporation's directors or officers, or any 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 above.

B. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted pursuant to an election made under Section 501(h) of the Code, 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; and

C. The Corporation shall not carry on any activities not permitted to be carried on (a) by an exempt organization under Section 501(c)(3) of the Code, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall commence its existence with the filing of the Articles. The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V

MEMBERSHIP

The Corporation shall have only one member, the North Broward Hospital District.

ARTICLE VI

NONSTOCK BASIS

The Corporation is organized on a nonstock basis.

BROWARD HEART SPECIALISTS, INC.
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ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

633 South Federal Highway, 8th Floor
Fort Lauderdale, FL 33001

The name of the initial registered agent of the Corporation at the above-specified address shall be:

William R. Scherer

ARTICLE VIII

DIRECTORS

Section 8.1. The business of this Corporation shall be conducted and managed by a Board of Directors, or as otherwise set forth in the Bylaws. The number of Directors and the term of office of each Director shall be as set forth in the Bylaws. The Board of Directors shall be appointed by the Member according to the procedure set forth in the Bylaws. The persons who shall serve on the initial Board of Directors are as follows:

Wil Trower, President/CEO
North Broward Hospital District
303 Southeast 17th Street
Fort Lauderdale, Florida 33316

Patricia L. Mahaney, Executive Vice President/CFO
North Broward Hospital District
303 Southeast 17th Street
Fort Lauderdale, Florida 33316

Tim Menton, CEO
Broward General Medical Center
303 Southeast 17th Street
Fort Lauderdale, Florida 33316

Joseph Scott, CEO
North Broward Medical Center
303 Southeast 17th Street
Fort Lauderdale, Florida 33316

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Maureen Faul, Vice President of the
Heart Center of Excellence
North Broward Hospital District
303 Southeast 17th Street
Fort Lauderdale, Florida 33316

Section 8.2. The officers of this Corporation shall consist of a President, Vice President, Secretary and Treasurer, and such other officers and agents as may be provided for by the Bylaws of the Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.

Section 8.3. The Member may remove a Director from office as set forth in the Bylaws.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator of the Corporation, who is signing the Articles of Incorporation, is as follows:

Wil Trower
303 Southeast 17th Street
Fort Lauderdale, Florida 33316

ARTICLE X

BYLAWS

The Bylaws of the Corporation are to be adopted by the Member of the Corporation, and may be amended only by the Member.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended only by the Member.

ARTICLE XII

DISSOLUTION

On dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to the

BROWARD HEART SPECIALISTS, INC.
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North Broward Hospital District, if it is then an organization described in Section 501(c)(3) of the Code or a political subdivision of the State of Florida as described in Section 170(c)(1) of the Code. If the North Broward Hospital District is not then in existence, or does not so qualify, then to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and has established its tax-exempt status under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned Incorporators have made and subscribed to the Articles, in the City of Fort Lauderdale, County of Broward, State of Florida, on this 10th day of October, 2001.


WIL TROWER

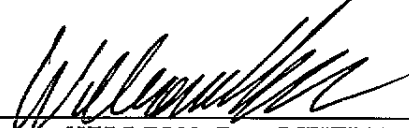
DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT OF
BROWARD HEART SPECIALISTS, INC.

Pursuant to Sections 48.091 And 617.0501 of the Florida Statutes (2000), Broward Heart Specialists, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 633 South Federal Highway, 8th Floor, Fort Lauderdale, Florida 33301, has named William R. Scherer, located thereat, as its registered agent and to accept service of process in the State of Florida.


WIL TROWER

Having been named as the registered agent and to accept service in the State of Florida for the above-named corporation at the location designated herein, I hereby accept the appointment to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED THIS 11th DAY OF OCTOBER, 2001.


WILLIAM R. SCHERER

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01 OCT 12 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA