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FLORIDA NON-PROFIT CORPORATION

THE CHILDREN'S FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF

THE CHILDREN'S FOUNDATION, INC.

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

ARTICLE I

NAME

The name of the Corporation is THE CHILDREN'S FOUNDATION, INC.

ARTICLE II

ADDRESS

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

1600 South Andrews Avenue
Fort Lauderdale, Florida 33312.

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 support or provide support to the newborn, pediatric, adolescent and youth programs of the North Broward Hospital District ("the District"), a political subdivision of the State of Florida and an organization under section 501(c)(3) of the Code.

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; and

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, which shall be the North Broward Hospital District Charitable Foundation, Inc. If the North Broward Hospital District Charitable Foundation, Inc. shall cease to exist, then the sole member shall be the North Broward Hospital District, a political subdivision of the State of Florida.

ARTICLE VI

NONSTOCK BASIS

The Corporation is organized on a nonstock basis.

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, Florida 33301

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

William R. Scherer, Esq.

ARTICLE VIII

DIRECTORS

Section 8.1. The business of this Corporation shall be conducted and managed by a Board of Directors consisting of three (3) Directors until such time as the number of Directors is increased in accordance with this Article 8.1. The number of Directors shall be increased to not less than fifteen (15) and not more than twenty-one (21) Directors, the number to be determined by a resolution of the Board of Directors, upon the first to occur of: (i) a date which is six (6) months after the date these Articles of Incorporation shall have been filed with the Florida Department of State; or (ii) the adoption by the Board of Directors of a resolution so increasing the number of Directors. The number of Directors may, thereafter, be increased or decreased from time to time, as provided in the Bylaws of the Corporation. The qualifications, time and place of appointment and term of office of each Director shall be as provided for in the Bylaws. The Board of Directors shall be appointed by the Member according to procedures set forth in the Bylaws.

Section 8.2. The officers of this Corporation shall consist of a Chairman, Vice Chairman, Secretary/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 at any time during the Director's term with or without cause.

ARTICLE IX

INCORPORATORS

The name and address of the incorporators of the Corporation, who are signing the Articles of Incorporation, are as follows:

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

ARTICLE X

BYLAWS

The Bylaws of the Corporation shall 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 North Broward Hospital District Charitable Foundation, Inc., if it is then an organization described in Section 501(c)(3) of the Code for the purpose of supporting the well-being of neonates, infants, children, adolescents and youth through health resources. If the North Broward Hospital District Charitable Foundation, Inc. is not then in existence, or does not so qualify, then to the 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.

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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 15 day of April, 2002.



WIL TROWER

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DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT OF
CHILDREN'S FOUNDATION CORP.


Pursuant to Sections 48.091 And 617.0501 of the Florida Statutes (1995), Children's Foundation, 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 15 DAY OF April, 2002.



WILLIAM R. SCHERER

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