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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FLORIDA HEART RESEARCH FOUNDATION, INC.**

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**ARTICLES OF RESTATEMENT  
OF  
ARTICLES OF INCORPORATION OF  
FLORIDA HEART RESEARCH FOUNDATION, INC.**

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Florida Heart Research Foundation, Inc., a Florida not-for-profit corporation, pursuant to Section 617.1007 of the Florida Statutes, files these Articles of Restatement with the Florida Department of State and states that the following is the text of the amended and restated Articles of Incorporation.

There are no members entitled to vote on these Articles of Restatement. These Articles of Restatement were adopted by the Board of Trustees of Florida Heart Research Foundation, Inc. on August 30, 2017.

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation is Florida Heart Research Foundation, Inc. ("Corporation"). The mailing address of the Corporation is as follows:

4770 Biscayne Boulevard, Suite 500  
Miami, Florida 33137

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
GENERAL PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes. More specifically, the Foundation's purpose is to receive and distribute the funds raised from the sale of the "Stop Heart Disease" specialty license plate in Florida pursuant to Chapter 320.08058(43) of the Florida Statutes. The funds are legislatively mandated to go toward heart disease research, education and prevention programs throughout the state and which is consistent with the mission of the Corporation.

Additionally, the purposes of the Corporation are to advance, promote, fund, and support cardiovascular disease research, education and prevention within the State of Florida, and to do any and all acts that are necessary, proper, useful, incidental, or advantageous to those purposes. Those purposes include, but are not limited to:

1. To receive funds from the sale of the "Stop Heart Disease" specialty license plate in Florida.

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2. To administer and award grants for cardiovascular research, education and prevention.
3. To do all things and to transact all business incidental to or in any way connected with said purposes.

Subject to the paragraphs above, the Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida governing the activities of charitable and not-for-profit entities; provided, however, that in no event shall the Corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **ARTICLE IV** **BOARD OF TRUSTEES**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Trustees. The Board of Trustees shall be comprised of the individuals serving on the Board of Trustees of Miami Heart Research Institute, Inc., from time to time.

#### **ARTICLE V** **NONSTOCK BASIS**

The Corporation shall not have capital stock.

#### **ARTICLE VI** **AMENDMENT**

The Board of Trustees shall have the power to amend and restate the Articles of Incorporation of the Corporation.

#### **ARTICLE VII** **BYLAWS**

The Board of Trustees shall have the power to amend and restate the Bylaws of the Corporation.

#### **ARTICLE VIII** **EXEMPT STATUS**

Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by [a medical and scientific research] organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or to which contributions are deductible under section 170(c)(2) of the Code.

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**ARTICLE IX**  
**DISSOLUTION**

In the event of the dissolution of the Corporation and after all of the Corporation's liabilities and obligations have been paid and discharged, the remaining assets of the Corporation shall be distributed to one or more non-profit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which has tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, and also which has a similar purpose to the purpose of the Corporation as set forth in Article III above.

**ARTICLE X**  
**INUREMENT**

No part of the assets or the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, as is consistent with the maintenance of exempt status under Section 501(c)(3) of the Internal Revenue Code.

THE UNDERSIGNED HAS EXECUTED these Articles of Restatement to amend and restate the Articles of Incorporation of Miami Heart Research Institute, Inc. on this 16 day of November 2017.

  
\_\_\_\_\_  
Richard A. Elias, M.D., Chairman  
Board of Trustees