

NO3000000645

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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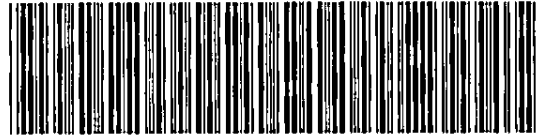
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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JUN 07 2016

*[Handwritten signature]*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Florida Heart Research Foundation, Inc.

**DOCUMENT NUMBER:** N03000000645

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tracy McLeod  
(Name of Contact Person)

Florida Heart Research Foundation, Inc.  
(Firm/ Company)

4770 Biscayne Boulevard, Suite 500  
(Address)

Miami, FL 33137  
(City/ State and Zip Code)

tracym@floridaheart.org  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tracy McLeod at 305 674-3020  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

(See attachment also)

Articles of Amendment  
to  
Articles of Incorporation  
of

Florida Heart Research Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N03000000645

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

N/A

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

N/A

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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ATLANTA, GEORGIA  
FLORIDA

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here: (also see attached)  
(attach additional sheets, if necessary). (Be specific)

Article III: General Purposes (Paragraph 2) remove words State of Florida

to read:

Additionally, the purposes of the Corporation are to advance, promote, fund, and support cardiovascular disease  
research, education and prevention 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:

August 30, 2017

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

November 16, 2017

Effective date if applicable: \_\_\_\_\_

(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s)

**(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

5/29/2018

Dated \_\_\_\_\_

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Richard A. Elias, M.D.

\_\_\_\_\_  
(Typed or printed name of person signing)

Chairman, Board of Trustees

\_\_\_\_\_  
(Title of person signing)

**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 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.

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.

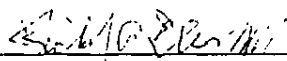
**ARTICLE IX**  
**DISSOLUTION**

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