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Florida Department of State  
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Fax Number : (850) 205-0381

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
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FLORIDA NON-PROFIT CORPORATION

Orlando Heart Center Foundation, Inc.

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## ARTICLES OF INCORPORATION

OF

*Orlando Heart Center Foundation, Inc.*

Pursuant to Section 617.0202, Florida Statutes

## ARTICLE I

The name of the corporation is:

*Orlando Heart Center Foundation, Inc.*

## ARTICLE II

The address of the principal office of the corporation is:

*60 West Gore Street  
Orlando, Florida 32806*

## ARTICLE III

The purpose of the corporation is as follows:

The Orlando Heart Center Foundation, Inc. is organized to administer a scholarship fund in honor of Dr. and Mrs. Jonathan O. Partain. This scholarship will reward qualified students who attain a high level of achievement either in High School or College and will be offered to fund students' studies toward a four year Bachelors Degree from an accredited four year college or university.

The specific requirements for qualifying for and keeping this scholarship, as well as the specific value and duration of this scholarship, will be determined by the directors and officers of Orlando Heart Center Foundation, and may be adjusted as necessary to administer this scholarship fund.

The provision for qualification of members and the manner of their admission will be provided for in the by-laws.

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**ARTICLE IV**

The initial board of directors shall consist of three (3) members. The names and addresses of the directors are as follows:

*Ronald R. Domescek, M.D.*  
60 West Gore Street  
Orlando, Florida 32806

*Israel J. Mantecón, M.D.*  
60 West Gore Street  
Orlando, Florida 32806

*Ronald A. Filart, M.D.*  
60 West Gore Street  
Orlando, Florida 32806

**ARTICLE V**

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable

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compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for public purposes, subject to an order of a Justice of the Supreme Court.

In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for

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said period at such time and manner as not to subject it to tax under section 4942 of the Code and the corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code (b) retain any excess business holdings as defined in section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE VI

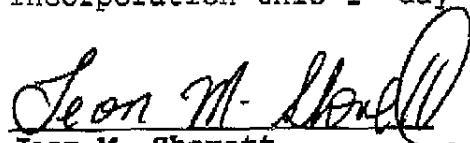
The method of election of directors shall be stated in the by-laws.

#### ARTICLE VII

The name and street address of the incorporator is as follows:

**Jean M. Sherett**  
c/o BlumbergExcelsior Corporate Services, Inc.  
62 White Street, New York, New York 10013

The undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of July, 2004.

  
**Jean M. Sherett**

BlumbergExcelsior Corporate Services, Inc.  
62 White Street, New York, New York 10013  
(212) 431-5000

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**DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**Orlando Heart Center Foundation, Inc.**

2. The name and address of the registered agent and office is:

**Edward K. Cranford  
60 West Gore Street  
Orlando, Florida 32806**

I, the undersigned hereby accept the appointment as registered agent and agree 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.

By:   
Its Agent

**BlumbergExcelsior Corporate Services, Inc.  
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