

FROM :

Division of Corporations

FAX NO. :

2004-09-27 P1

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

North Florida Cardiovascular Education Foundation, I

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FROM :

FAX NO. :

Oct. 20 2004 09:36AM P2

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**ARTICLES OF INCORPORATION
FOR
NORTH FLORIDA CARDIOVASCULAR EDUCATION FOUNDATION, INC.**

ARTICLE I. NAME

The name of the corporation is North Florida Cardiovascular Education Foundation, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this corporation is:

1301 Riverplace Boulevard
Suite 2400
Jacksonville, FL 32207

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of the filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation is organized exclusively for charitable, religious, 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, or the corresponding Section of any future federal tax code (the "Code"). Principally, this corporation is formed to arrange for or provide seminars and other educational activities in the field of cardiology, cardiovascular disease, and related fields.

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ARTICLE V. BOARD OF DIRECTORS

SECTION 1. The concerns, direction and management of the affairs of this corporation shall be vested in the Board of Directors. This corporation shall have no members.

SECTION 2. The Board shall at all times consist of at least three (3) directors, and may have such additional directors as provided in the Bylaws of the corporation.

SECTION 3. The method of electing directors shall be set forth in the Bylaws of the corporation.

SECTION 4. The names and mailing addresses of the persons who shall serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
James Campbell, M.D.	3599 University Blvd. Suite 1106 Jacksonville, FL 32216
Joel Schrank, M.D.	836 Prudential Drive Suite 1700 Jacksonville, FL 32207
A. Allen Seals, M.D.	3550 University Blvd Suite 302 Jacksonville, FL 32216
George Pilcher, M.D.	1800 Barrs St. Jacksonville FL 32204
Thomas Wolford, M.D.	3599 University Blvd S Suite 1106 Jacksonville, FL 32216
Trevor Greene, M.D.	3550 University Blvd S Suite 302 Jacksonville, FL 32216
Carlos Alosilla, M.D.	1800 Barrs St. Jacksonville, FL 32204
Leif Lohrbauer, M.D.	3900 University Blvd.S. Jacksonville, FL 32216

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ARTICLE VI. ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make to payments and distributions in furtherance of the purposes set forth in Article IV above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII. DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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FROM :

FAX NO. :

Oct. 28 2004 09:37AM P6

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ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and office of the corporation is 1301 Riverplace Blvd. Suite 2400 Jacksonville, FL 32207 and the name of the registered agent at that address is LBA Certified Public Accountants, P.A.

ARTICLE IX. INCORPORATOR

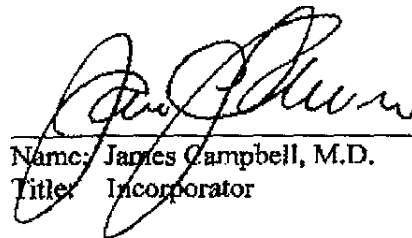
The name and address of the incorporator signing these Articles of Incorporation is:

James Campbell, M.D.
3599 University Blvd. S
Suite 1106
Jacksonville, FL 32216

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto upon the majority vote of the Board of Directors.

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.



Name: James Campbell, M.D.
Title: Incorporator

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FROM :

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Oct. 20 2004 09:37AM P5

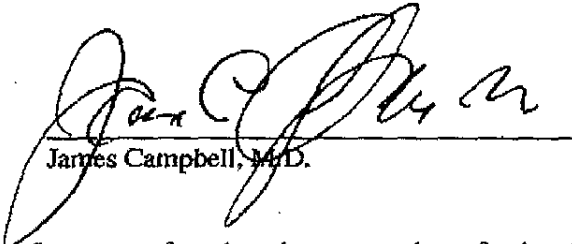
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, and 617.0501, Florida Statutes, the following is submitted:

North Florida Cardiovascular Educational Foundation, Inc. desiring to organize or qualify as a as a not-for-profit corporation under the laws of the State of Florida hereby designates LBA Certified Public Accountants, P.A. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 1301 Riverplace Boulevard Suite 2400, Jacksonville, FL 32207.

Oct 12, 2004


James Campbell, M.D.

Having been named to accept service of process for the above stated professional association, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Oct 15, 2004

LBA Certified Public Accountants, P.A.

By: 
Name: Neal J. Van Stein
Title: Managing Partner, VP
As Registered Agent

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