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FLORIDA NON-PROFIT CORPORATION

heart-4-heart foundation, inc.

Certificate of Status	0
Certified Copy	2
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ARTICLES OF INCORPORATION

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OF

HEART-4-HEART FOUNDATION, INC.

THE UNDERSIGNED, being over the age of eighteen (18) years, citizens of the United States of America and competent to contract, hereby present these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida, by and under Chapter 817 of the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a not for profit corporation.

ARTICLE I

NAME. The name of the Corporation is:

HEART-4-HEART FOUNDATION, INC.

ARTICLE II

EXEMPT STATUS. The Corporation is formed in order to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates, as well as nationally, and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is attributable to, or inures to the benefit of, its Directors or Officers, except to the extent permitted under the Florida Not for Profit Corporation Act. No substantial part of the activities of the Corporation shall constitute 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 any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not

Penn B. Chabrow, Esquire
Florida Bar No. 141463
Wampler, Buchanan, Walker,
Chabrow & Banciella, P.A.
Suite 1700, SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131
Telephone: (305) 577-0044
Telefax: (305) 577-8545

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carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III

PURPOSE. The Corporation is formed for charitable purposes within the meaning of §501(c)(3) of the Code to be a public charity which raises funds for the purpose of providing medical services for indigent patients, in general, and children needing cardiac care, in particular; and to take and hold, by bequest, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property; and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation; except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of this Corporation, or any laws applicable thereto. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or Officers, except as permitted under the Florida Not for Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in §617.021 of the Florida Not for Profit Corporation Act.

ARTICLE IV

DURATION AND EFFECTIVE DATE AND DURATION. The Corporation shall have perpetual existence, which shall commence on filing of these Articles with the Florida Department of State.

ARTICLE V

PRINCIPAL OFFICE. The principal office or place of business and the mailing address of the Corporation shall be: 5730 S.W. 107th Street, Miami, Florida 33156.

ARTICLE VI

MEMBERS. The qualifications for membership in the Corporation and the manner of admission of members shall be as regulated by the By-Laws.

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE. The initial Registered Agent and the initial registered office of the Corporation is:

Madeleen M. Mas, M.D.
5730 S.W. 107th Street
Miami, Florida 33156

ARTICLE VIII

NUMBER AND NAMES AND ADDRESSES OF DIRECTORS. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15). The By-Laws may provide for the increase or decrease in the maximum number thereof; provided, however, that the number shall never be less than three (3). The initial Board of Directors shall be five (5) in number. The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Madeleen M. Mas, M.D.	5730 S.W. 107 th Street Miami, Florida 33156
Redmond Burke, M.D.	c/o Miami Children's Hospital 3100 S.W. 62 nd Avenue Miami, Florida 33155
Maria Guerra	9475 Journey Road Coral Gables, Florida 33156
Heidi Schuler-Arcila	16373 S.W. 54 th Terrace Miami, Florida 33185
Valenzuela, Kay	10736 S.W. 88 th Street Apt. K-2 Miami, Florida 33178

ARTICLE IX

OFFICERS. The Officers of the Corporation shall be a President and such other Officers as may be determined by the Directors of the Corporation, and elected in the manner provided in the By-Laws.

ARTICLE X

INCORPORATORS. The name and address of the Incorporator of these Articles of Incorporation is:

Madeleen M. Mas, M.D.
5730 S.W. 107th Street
Miami, Florida 33156

ARTICLE XI

ELECTION OF DIRECTORS. Directors of the Corporation shall be elected in the manner provided in the By-Laws.

ARTICLE XII

BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XIII

INCOME AND DISTRIBUTION. No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the Corporation.

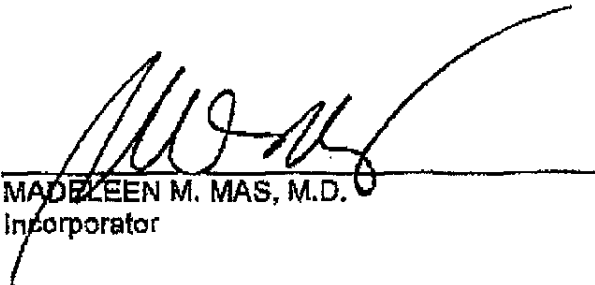
ARTICLE XIV

DISTRIBUTION ON DISSOLUTION. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after the payment of all just debts and necessary expenses of dissolution, be distributed to such organizations which provide services similar to that of this Corporation and which were organized for a purpose similar to that of this Corporation and which shall qualify under §501(c)(3) of the Code, as amended. In any event, no assets will inure to any of the Members, Officers or Directors of the Corporation.

ARTICLE XV

PROHIBITED ACTIVITIES. No part of the activities of the Corporation shall constitute carrying on propaganda, or otherwise attempting to influence legislation participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF, the undersigned has made these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 2nd day of February, 2005.


MADELEEN M. MAS, M.D.
Incorporator

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STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The incorporation of HEART-4-HEART FOUNDATION, INC., in accordance with Chapter 817.0501, Florida Statutes, hereby designates its place of business for the service of process and agent upon whom process may be served as follows:

THAT, HEART-4-HEART FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation located in the City of Miami, State of Florida, herein designates and names MADELEEN M. MAS, M.D., whose address is 5730 S.W. 107th Street, Miami, Florida 33156, as its agent to accept service of process within this state.

HEART-4-HEART FOUNDATION, INC.



MADELEEN M. MAS, M.D.
Incorporator

ACCEPTANCE:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.325 of the Florida Statutes.



MADELEEN M. MAS, M.D.

TOTAL P.08

STATE OF FLORIDA)

ss.

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared MADELEEN M. MAS, M.D., to me personally known to be the individual described in and who executed the foregoing Articles of Incorporation, and she freely and voluntarily acknowledged before me, according to law, that she made the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this And day of February, 2005.

NOTARY PUBLIC:

Sign Willie Mae Mackens
Print Willie Mae Mackens
State of Florida at Large

My Commission Expires:



Willie Mae Mackens
My Commission 00257060
Expires October 06, 2007

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