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**PEDIATRIC ASSOCIATES FOUNDATION, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Of

**PEDIATRIC ASSOCIATES FOUNDATION, INC.**  
(A Florida Not For Profit Corporation)

Pursuant to Section 617.1007 of Chapter 617, *Florida Statutes*, the Florida Not For Profit Corporation Act (the "Act"), the Articles of Incorporation of Pediatric Associates Foundation, Inc., a Florida not for profit corporation (herein referred to as the "Foundation"), originally filed with the Florida Secretary of State on April 2, 2007, are hereby amended and restated to delete all articles contained therein and replace such articles to read in their entirety as follows:

**ARTICLE 1 - NAME**

The name of the Foundation is "**Pediatric Associates Foundation, Inc.**"

**ARTICLE 2 - PRINCIPAL OFFICE**

The principal place of business and street mailing address of the Foundation is 400 North Hiatus Road, Suite 105, Pembroke Pines, Florida 33026.

**ARTICLE 3 - PURPOSES**

The Foundation is organized to act and operate exclusively as a not for profit corporation pursuant to the laws of the State of Florida, and to conduct activities for educational and charitable purposes within the meaning of Section 501(c)(3) the Internal Revenue Code of 1986, as the same may be amended from time to time, and its Regulations as the same now exist, or as they may be hereafter amended from time to time, or any corresponding section of any subsequent federal tax law (collectively, the "Code"). The primary purpose of the Foundation is to provide resources and assistance in support of the charitable and educational projects and programs sponsored by the Foundation.

The specific purposes for which the Foundation is organized will include, without limitation, the following, to the extent consistent with the requirements of Section 501(c)(3) of the Code:

1. To receive, hold, invest, and administer real or personal property, or both, and to expend funds to or for the benefit of the Foundation.
2. To seek grants from public and private sources and to support the activities of the Foundation including financial support.

3. To engage directly or indirectly in such activities as will qualify the Foundation for tax exemption under Sections 501(c)(3) and 509(a)(3) of the Code.
4. To perform and carry out any lawful activity which the directors of the Foundation may deem proper and convenient in connection with any of the foregoing purposes.
5. To have and to exercise all the powers conferred by the laws of the State of Florida.

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Foundation shall not engage in any activity not permitted to be carried on by a corporation (a) which is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, and its Regulations as the same now exist, or as they may be hereafter amended from time to time, or any corresponding section of any subsequent federal tax law (collectively, the "Code"), or (b) contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE 4 - TAX EXEMPT STATUS

The Foundation is a not for profit corporation.

It is the express purpose of these Amended and Restated Articles of Incorporation to limit the authority, powers and purposes of the Foundation, and to require the Foundation to conform, to the limitations set forth in the Code with reference to organizations which are organized and operated exclusively for charitable and educational purposes within the purview of Section 501(c)(3) of the Code, and nothing herein shall be construed to grant to the Foundation any powers or purposes not contemplated and authorized under said Section.

No substantial part of the income or principal of the Foundation shall inure to the benefit of or be distributed to any director or officer of the Foundation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

No part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

In the event of the complete or partial liquidation or dissolution of the Foundation, whether voluntary or involuntary, the balance of all money and other property received by the Foundation from any source, after the payment of all debts and obligations of the Foundation, shall be used for or distributed as provided by law exclusively to one or more organizations then described in Section 501(c)(3) of the Code or to the federal, state or local government for

exclusively public purposes. Any such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The Foundation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Foundation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Foundation will not retain any excess business holdings as defined in Section 4943(c) of the Code; the Foundation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code; and the Foundation will not make any taxable expenditures as defined in section 4945 of the Code.

#### ARTICLE 5 - DURATION

The period of duration of the Foundation is perpetual.

#### ARTICLE 6 - POWERS

Subject to the limitations in these Articles of Incorporation, the Foundation shall have the authority to take any action it deems to be necessary, appropriate or convenient relating to the management of the Foundation, including, but not limited to, the powers to:

1. Have succession to its corporate name.
2. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in any interest in real or personal property wherever situated.
3. Invest and reinvest in property that the Board of Directors of the Foundation deems advisable, including options to acquire assets.
4. Sell, convey, exchange, convert, grant an option, assign, build, manage, operate, control, or otherwise dispose of Foundation property.
5. Carry, at the expense of the Foundation, insurance or make other arrangements for payment of liabilities to protect the Foundation or the directors, officers, agents and employees of the Foundation, or persons serving at the request of the Foundation as representatives of another enterprise, *provided that the terms of the insurance or other arrangements are consistent with the provisions of Florida Statutes.*
6. Make donations for the public welfare, or charitable, scientific, or educational purposes.
7. Abandon any Foundation asset.

8. Commence or defend any litigation in the corporate name with respect to the Foundation or any Foundation property, at the expense of the Foundation.

9. Do all acts, take part in any proceedings and exercise all rights and privileges, as could an absolute owner of Foundation property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Foundation or any additional powers provided by law.

#### ARTICLE 7 - NO MEMBERS

The Foundation shall not have any members. Any action or vote required or permitted by the Act or any other law, rule or regulation shall be by action or vote of the Board of Directors of the Foundation.

#### ARTICLE 8 - BY-LAWS

The power to alter, amend or repeal all or any part of the By-Laws of the Foundation shall be vested exclusively in the Board of Directors of the Foundation.

#### ARTICLE 9 - BOARD OF DIRECTORS

The qualifications, manner of election, duties, terms and other matters relating to the Board of Directors of the Foundation shall be provided in the By-Laws of the Foundation as amended from time to time in accordance therewith. The initial Board of Directors of the Foundation shall consist of the following persons who were named in the original Articles of Incorporation of the Foundation and who shall remain in office until the next annual meeting of the Board of Directors of the Foundation and until their respective successors are elected and qualified:

Alberto Kriger  
Christina Urena  
Sofia Khan

#### ARTICLE 10 - INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the initial registered office of the Foundation is 400 North Hiatus Road, Suite 105, Pembroke Pines, Florida 33026. The name of the initial registered agent at that office is Alberto Kriger, M.D. The Board of Directors of the Foundation may from time to time designate such other person as its registered agent or such address and place for the registered office of the Foundation as it may see fit.

#### ARTICLE 11 - BY-LAWS

The Board of Directors of the Foundation may adopt such by-laws, not inconsistent with these Articles of Incorporation, as they deem proper for the regulation and management of the affairs of the Foundation, and the Bylaws may thereafter be altered, amended, or repealed from time to time by a vote of majority of the Directors in attendance at any regular or special meeting of the Board of Directors at which a quorum is present.

#### ARTICLE 12 - NONDISCRIMINATORY POLICY

The Foundation will make its services, programs, and benefits available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the Foundation will not discriminate in any way against any person on the basis of race, color, creed, national origin, sex or handicap.

#### ARTICLE 13 - AMENDMENT OF ARTICLES

These articles may be amended in the manner provided by statute at the time of the amendment, *provided, however*, that no such amendment shall be made or effective unless a resolution approving same shall have been duly adopted by a two-thirds (2/3) vote of the Board of Directors of the Foundation then in office.

There are no members entitled to vote on these Amended and Restated Articles of Incorporation. The President of the Foundation adopted these Amended and Restated Articles of Incorporation on December 3, 2008.

The undersigned has executed these Amended and Restated Articles of Incorporation as of December 3, 2008.



Name: Alberto Kriger  
Title: President

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Amended and Restated Articles of Incorporation, I 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 as provided for in Chapter 617, Florida Statutes.

Executed on: December 9, 2008



Alberto Kriger, M.D., Registered Agent