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## FLORIDA PROFIT/NON PROFIT CORPORATION

South Florida Health Information Initiative, Inc.

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**ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA HEALTH INFORMATION INITIATIVE, INC.  
a Florida not-for-profit corporation**

PURSUANT to the provisions of Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, the undersigned Incorporator of **SOUTH FLORIDA HEALTH INFORMATION INITIATIVE, INC.** (the "Corporation") hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is **SOUTH FLORIDA HEALTH INFORMATION INITIATIVE, INC.**

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be One Biscayne Tower, 2 South Biscayne Boulevard, Suite 1710, Miami, Florida 33131.

**ARTICLE III  
PURPOSES AND POWERS**

The Corporation is a not-for-profit corporation organized exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Bylaws of the Corporation, or any provision of law, the Corporation shall not carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (i) an organization exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or (ii) an organization to which contributions are deductible under sections 170, 2055, and 2522 of the Code (or the corresponding sections of any future federal tax code).

Subject to the foregoing, the specific purpose of the Corporation is to improve healthcare in South Florida through the creation, implementation, and use of information technology.

No part of the earnings of the Corporation shall inure to the benefit of or be distributable to any private individual or person; provided, however, that the Corporation may pay reasonable compensation for services rendered to it and reimbursement of expenses reasonably incurred on its behalf.

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

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participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

If at any time or times the Corporation shall be classified as a private foundation within the meaning of section 509(a) of the Code, then at such time or times the Corporation:

- (1) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code (or corresponding section of any future federal tax code);
- (2) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code (or corresponding section of any future federal tax code);
- (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code (or corresponding section of any future federal tax code);
- (4) shall not make any investment in such manner as to subject it to tax under section 4944 of the Code (or corresponding section of any future federal tax code); and
- (5) shall not make any taxable expenditure as defined in section 4945(d) of the Code (or corresponding section of any future federal tax code).

**ARTICLE IV**  
**MEMBERS**

The Corporation shall not have capital stock.

**ARTICLE V**  
**DIRECTORS**

The Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of directors shall be as provided in the Corporation's Bylaws.

**ARTICLE VII**  
**DISSOLUTION AND LIQUIDATION**

In the event of dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

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- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors of the Corporation.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent for the Corporation are:

Carladenise A. Edwards  
One Biscayne Tower  
2 South Biscayne Bld., Ste. 1710  
Miami, Florida 33131

**ARTICLE VI**  
**INCORPORATOR**

The name and mailing address of the Incorporator are as follows:

Carladenise A. Edwards  
One Biscayne Tower  
2 South Biscayne Bld., Ste. 1710  
Miami, Florida 33131

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 13 day of June, 2007.

  
CARLADENISE A. EDWARDS, Incorporator

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned hereby states that he is familiar with, and hereby accepts the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable thereto as registered agent.

Dated this 13 day of June, 2007.

  
CARL DENISE A. EDWARDS

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