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DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION
THE MALCOLM DORMAN CARDIAC RESEARCH FOUNDATION INC

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ARTICLES OF INCORPORATION OF
THE MALCOLM DORMAN CARDIAC RESEARCH FOUNDATION INC

(a Florida Corporation, not-for-profit)

The undersigned, acting as incorporator of a Florida corporation not for profit under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is **THE MALCOLM DORMAN CARDIAC RESEARCH FOUNDATION, INC.**

ARTICLE II

Duration

The Corporation shall exist perpetually until dissolved by due process by law

ARTICLE III

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the Corporation shall be c/o Shutts & Bowen LLP, 525 Okeechobee Blvd., Suite 1100, West Palm Beach, FL 33401.

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Dedication and Distribution of Assets

ARTICLE VIII

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have three (3) Director(s) initially. The number of Directors of the corporation may be increased or diminished from time to time pursuant to the Bylaws but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this corporation. The Directors named herein as the first Board of Directors shall hold office until the first meeting of Directors at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year and until the election of their successors. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Malcolm Dorman	443 Ocean Blvd. Ocean Beach, FL 33160
Simon Portnoy	4404 Bocaire Blvd. Boca Raton, FL 33487
Arnold Berman	c/o Shutts & Bowen LLP 525 Okeechobee Blvd., Suite 1100 West Palm Beach, FL 33401

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the Corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE IX

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X

Membership

The Corporation shall have no members.

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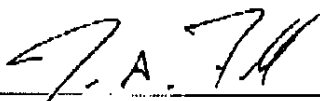
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 30 day of December, 2008, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.


David A. Gart, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 30th DAY OF DECEMBER, 2008.


James A. Farrell, Vice President

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