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FLORIDA PROFIT/NON PROFIT CORPORATION

Aegis Cardiovascular Research Foundation, Inc.

Certificate of Status	0
Certified Copy	1
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APPROVED
AND
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09 APR -2 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Filing Menu

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**ARTICLES OF INCORPORATION
OF
AEGIS CARDIOVASCULAR RESEARCH FOUNDATION, INC.,
a Florida Not for Profit Corporation**

09 APR -2 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

We, the undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is AEGIS CARDIOVASCULAR RESEARCH FOUNDATION, INC. (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal office of this Corporation is 350 N.W. 84th Avenue, Suite 300, Plantation, FL 33324.

ARTICLE III

PURPOSES

This Corporation is hereby organized as a not for profit organization and is to be operated exclusively for charitable, educational and scientific purposes for the public benefit, 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. Through research, innovation, and education focused on quality cardiovascular care, the Corporation will strive to foster excellent patient care by improving clinical outcomes in patients undergoing cardiovascular surgery. The Corporation will focus its research on robotics, minimally invasive, complex valvular heart disease, cardiac prostheses, arrhythmias and other advanced cardiovascular surgical procedures to facilitate the cardiac operation, and thus enhance the post-surgical recuperative process. The ultimate goal would be increasing the quality of life for cardiac

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patients. A vast majority of cardiovascular surgical procedures are performed outside of teaching hospitals. By partnering with and providing a common platform to all the closely allied cardiovascular clinical practices, which by the virtue of being in the private setting generally lack a formal infrastructure to conduct research, the Corporation hopes to advance and promote cardiovascular research and clinical outcomes assessment for patients. Using this unique model of creating a virtual network of various skillful surgeons from the private practice setting and pooling their knowledge and clinical experience to contribute to the medical literature, the Corporation has a great potential to facilitate the surgeons' ability to deliver state-of-the-art care, utilize and assess cutting-edge surgical techniques, and accelerate innovations, all in order to improve the quality of life of patients.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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 activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax code, or (b) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax code."

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ARTICLE IV**POWERS**

The Corporation shall have all of the common law and statutory powers of a not for profit corporation which are not in conflict with the terms of the Articles of Incorporation and Bylaws of the Corporation. The Corporation shall also have all the powers necessary to implement the purposes of the Corporation.

In addition to all powers conferred on this Corporation by the State of Florida, the Corporation shall have all such powers incidental to accomplish its purposes and all the powers set forth in Chapters 607 and 617 of the Florida Statutes and the Bylaws of this Corporation, including, but not limited to, the following:

1. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, any property, either real or personal, of whatever nature or description and wherever situated.
2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, either real or personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
3. To borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for money borrowed or in payment for the property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation, wherever situated.
4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

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5. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation subject to such limitations as are or may be prescribed by law.

ARTICLE V

NO MEMBERS

Pursuant to Section 617.0601, the Corporation shall not have any members, and all corporate matters shall be exercised by or under the authority of the Board of Directors of the Corporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

1. Original Board of Directors. The Corporation shall have three (3) directors initially. The election or appointment of the directors shall be provided in the Bylaws of the Corporation. The number of directors may be either increased or diminished, from time to time, by the Bylaws of the Corporation, but shall never be less than three (3). The names of the initial directors of this Corporation are:

Harold Roberts, MD

Faisal Habib Cheema, MD

Michael Mazrac

2. Management by Directors. The property, business and affairs of the Corporation shall be managed by the Board of Directors. The presence of a majority of the directors shall constitute quorum for the transaction of business. The Bylaws shall provide for the meetings of Directors, including an annual meeting.

3. Election of Board of Directors. The method for the election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

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ARTICLE VII**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office shall be 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida, 33021 and the initial registered agent located at such address is Mitchell F. Green.

ARTICLE VIII**BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation, in the manner provided in the Bylaws.

ARTICLE IX**DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for charitable, educational, religious or scientific purposes only.

ARTICLE X**AMENDMENT**

These Articles of Incorporation may be amended by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purposes; provided, however, that notice of the proposed amendment shall be given to each director at least five (5) days prior to the date of the meeting at which the Articles of Incorporation are to be altered, amended or repealed; provided, however, that no notice shall be required if all directors are present and all vote in favor of the amendment. The proposed amendment shall originate with the Board of Directors.

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ARTICLE XI**DEDICATION OF ASSETS TO PROPERTY**

This Corporation is irrevocably dedicated to medical research activities and no part of the net income or assets of this Corporation shall ever inure to the benefit of any officer or director thereof or to the benefit of any private individual.


ARTICLE XII**INCORPORATOR**

The names and addresses of the incorporators to these Articles of Incorporation are:


Harold Roberts, MD
350 N.W. 84th Avenue
Suite 300
Plantation, FL 33324

Faisal Habib Cheema, M.D.
106 Haven Avenue
Apt. 20
New York, NY 10032

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on the 24 day of March, 2009.



Harold Roberts, MD, Incorporator



Faisal Habib Cheema, MD, Incorporator

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

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

FIRST -- That Aegis Cardiovascular Research Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 350 N.W. 84th Avenue, Suite 300, City of Plantation, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: Harold Roberts, MD

Harold Roberts, MD

TITLE: Incorporator

DATE: 3/24/09SIGNATURE: Faisal Habib Cheema, MD

Faisal Habib Cheema, MD

TITLE: Incorporator

DATE: 3/24/09

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: Mitchell F. GreenMitchell F. Green
Registered AgentDATE: 3/24/0909 APR -2 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDAAPPROVED
AND
FILED

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