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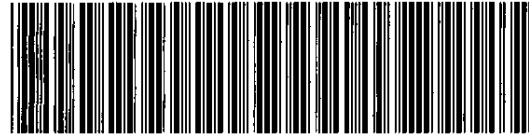
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 SEP - 3 PM 1:39

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AND  
FILED

1/11

**ROBERT A. HEEKIN**  
ATTORNEY AT LAW

1 SLEIMAN PARKWAY  
SUITE 280  
JACKSONVILLE, FLORIDA 32216

(904) 636-9777  
FAX (904) 636-5665  
ROB@HEEKINLAW.COM

September 2, 2010

*OVERNIGHT DELIVERY*

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Articles of Incorporation of Heekin Institute for  
Orthopedic Research, Inc.

Gentlemen:

Enclosed for filing are three executed counterparts of the Articles of Incorporation for the above referenced entity and the cover letter. Also enclosed is a check in the amount of \$78.75 to cover the filing fees and a certified copy.

Please return the certified counterpart of the Articles of Incorporation to our office after filing. If you should have any questions concerning this proposed application, please let me know.

Very truly yours,

*Barbara Humphrey, CLA, FRP*  
Barbara Humphrey, CLA, FRP  
Florida Registered Paralegal

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Heekin Institute for Orthopedic Research, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Rob Heekin  
Name (Printed or typed)

1 Sleiman Parkway, Suite 270  
Address

Jacksonville, Florida 32256  
City, State & Zip

904-636-9777  
Daytime Telephone number

Rob@heekinlaw.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

APPROVED  
AND  
FILED  
10 SEP -3 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HEEKIN INSTITUTE FOR ORTHOPEDIC RESEARCH,  
(a corporation not for profit)

In order to form a corporation not for profit under Chapter 617, Florida Statutes, the undersigned, being a citizen of the United States of America and the State of Florida, hereby incorporates the corporation for the purposes and with the powers herein specified, pursuant to these Articles of Incorporation (the "Articles") and the Bylaws of the corporation to be adopted pursuant hereto (the "Bylaws"):

I. NAME

The name of the corporation shall be Heekin Institute for Orthopedic Research, Inc.

II. EXISTENCE

The existence of the corporation shall begin on September 1, 2010, and shall continue perpetually thereafter unless and until the corporation is dissolved in accordance with Florida law. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

III. PRINCIPAL OFFICE

The initial principal place office and mailing address of the corporation is 2627 Riverside Avenue, 3<sup>rd</sup> Floor, Jacksonville, Duval County, Florida 32204. The principal office of the corporation shall be located in Florida, but the corporation may maintain offices and transact business in such places, within or without the State of Florida, as may be from time to time designated by the Board of Directors.

IV. PURPOSE

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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. Without limiting the generality of the foregoing statement, the initial purpose of the corporation shall be to restore function, relieve pain and improve the quality of life for orthopedic patients through the research of innovative technologies and surgical techniques and education of the orthopedic community.

## V. POWERS

The corporation shall have all of the powers and privileges granted to corporations not for profit under the laws of State of Florida, subject to and to be exercised in accordance with the provisions hereof and the Bylaws. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth herein. 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 other 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.

## VI. MEMBERS

The qualifications of members of the corporation, manner of their admission to the corporation and termination of such membership, and the establishment and termination of voting rights, shall be as provided in the Bylaws.

## VII. DIRECTORS

1. The names and addresses of the initial Board of Directors who, subject to the provisions of the laws of Florida, these Articles and the Bylaws, shall hold office for the first year of the corporation's existence, and thereafter until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
R. David Heekin, M.D.	2627 Riverside Avenue, 3 <sup>rd</sup> Floor Jacksonville, Florida 32204
Gavan P. Duffy, M.D.	2627 Riverside Avenue, 3 <sup>rd</sup> Floor Jacksonville, Florida 32204
Claire B. Heekin	2627 Riverside Avenue, 3 <sup>rd</sup> Floor Jacksonville, Florida 32204
Erin M. Laipply	2627 Riverside Avenue, 3 <sup>rd</sup> Floor Jacksonville, Florida 32204

2. The number of Directors of succeeding Boards of Directors, the method of their election and their terms of office shall be as provided in the Bylaws.

#### VIII. OFFICERS

The Board of Directors shall elect at the annual meeting of members each year, a President, Secretary, Treasurer, and as many Vice Presidents and such other officers as the Board of Directors shall deem advisable from time to time. The officers shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors, subject to the Bylaws.

#### IX. BYLAWS

The Bylaws of the corporation shall be adopted by the initial Board of Directors, and thereafter the Bylaws may be amended, modified or rescinded as provided therein and by law. The Bylaws shall contain the corporation's policies regarding indemnification of its Directors and officers, conflicts of interest, executive compensation, fundraising, investments, code of ethics, and such other matters as may be required or permitted by law.

#### X. INCORPORATOR

The incorporator of the corporation is Robert A. Heekin, whose address is 1 Sleiman Parkway, Suite 280, Jacksonville, Florida 32216.

#### XI. REGISTERED AGENT

The name and Florida street address of the corporation's initial registered agent shall be Robert A. Heekin, 1 Sleiman Parkway, Suite 280, Jacksonville, Florida 32216.

#### XII. AMENDMENT

An amendment of these Articles may be proposed by a majority of the Board of Directors or by members holding not less than fifty percent (50%) of the voting interests in the corporation. Such proposed amendment shall be transmitted to the President, who shall call a special meeting of the members for a date not sooner than fourteen (14) nor later than sixty (60) days from the receipt of the proposed amendment, and the Secretary shall give each member written notice of such meeting, reciting the proposed amendment in reasonably detailed form. The amendment proposed must be approved by an affirmative vote of the members holding not less than two thirds (2/3) of the voting interests in the corporation in order to become effective. If approved, such amendment shall be filed in the office of the Secretary of State of the State of Florida by the President of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 1st day of September, 2010.



ROBERT A. HEEKIN

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Heekin Institute for Orthopedic Research, Inc., a Florida not for profit corporation, at the place designated in its Articles of Incorporation, I hereby accept such appointment, and I acknowledge that I am familiar with and accept the obligations imposed upon registered agents, including the obligations imposed by Section 617.0503, Florida Statutes, and I agree to act in this capacity and to comply with the provisions of law relating to said office.



ROBERT A. HEEKIN

APPROVED  
AND  
FILED

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TALLAHASSEE, FLORIDA