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(Requestor's Name)

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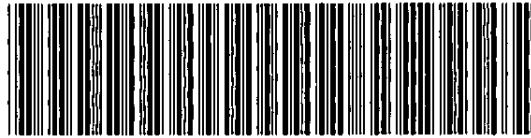
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers SEP 26 2011

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Florida Surgical Foundation, Inc.

Signature \_\_\_\_\_

Requested by: SETH

09/23/11

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ ☒ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA SURGICAL FOUNDATION, INC.**

The undersigned, being a natural person of the age of more than twenty-one years, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a not for profit corporation pursuant to the provisions of the Florida Not for Profit Corporation Act.

**FIRST:** The name of the corporation ("Corporation") shall be the Florida Surgical Foundation, Inc.

The principal place of business of this corporation shall be 5911 Hicks Road, Jacksonville, County of Duval, Florida 32244.

**SECOND:** The duration of the corporation shall be perpetual.

**THIRD:** The purposes for which the Corporation is organized, which shall continue to be the purposes of the Corporation until and if the same be amended pursuant to the provisions of the Florida Not for Profit Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which a corporation may be incorporated under the Florida Not for Profit Corporation Act, are as follows:

The purposes for which the Corporation is organized and operated shall be to operate solely for charitable, scientific and educational purposes solely within the exemption provided for by 26 U.S.C.A., Internal Revenue Code, Section 501(c)(3), and any amendments thereto, namely:

- A. To promote the study of general surgery.
- B. To conduct cultural and educational activities that will best carry out its purpose.
- C. To elevate the standards of training and education in general surgery in Florida.
- D. To have all of the powers conferred upon corporations organized under the Florida Not For Profit Corporation Act.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation, no part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. The Corporation shall not at any time engage in a regular business of a kind ordinarily carried on for profit, nor shall the Corporation carry on other activities not permitted to be carried only a corporation exempt from Federal income tax

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under Section 501(c)(3) of the Internal Revenue Code of the United States, as the same may be hereafter amended.

**FOURTH:** In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets remaining to such charitable, educational, or scientific organizations as shall from time to time qualify as exempt organizations pursuant to Sections 501(c)(3) of the Internal Revenue Code, as the same may be hereafter amended.

**FIFTH:** The address of the initial registered office of the Corporation in the State of Florida is 1000 Riverside Avenue, Jacksonville, County of Duval, Florida 32204; and the name of the initial registered agent of the Corporation at such address is Christopher L. Nuland.

**SIXTH:** The standards for eligibility of members shall be contained in the Bylaws of the Corporation.

**SEVENTH:** The manner in which the directors of the Corporation shall be elected shall be contained in the Bylaws of the Corporation.

The names and addresses of the initial members of the Board of Directors are:

Howard Hermans, M.D.	5911 Hicks Road Jacksonville, Florida 32244
Bruce Alper. MD.	5911 Hicks Road Jacksonville, Florida 32244
Daryl Wier, M.D.	5911 Hicks Road Jacksonville, Florida 32244
Eli Lerner, M.D.	5911 Hicks Road Jacksonville, Florida 32244

**EIGHTH:** The name and address of the incorporator are as follows:

Christopher L. Nuland  
1000 Riverside Avenue, Suite 115  
Jacksonville, FL 32204

**NINTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise,

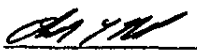
both as to such person's action in such person's official capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on September 21, 2011

  
Christopher L. Nuland, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the undersigned hereby accepts its appointment as the registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
Christopher L. Nuland

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CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF DADE, FLORIDA