

N13000003838

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

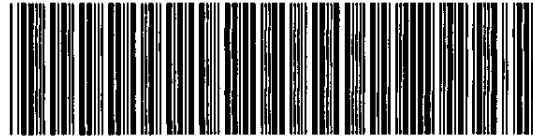
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

513-626-6429.  
W13000019158



400246033064

04/02/13--01003--018 \*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 APR 19 AM 10:32

4/23/13

## COVER LETTER

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

**SUBJECT:** Cleveland Clinic Florida Pharmacy Services (A Nonprofit Corporation)  
(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: Maisha Gibson  
Name (Printed or typed)  
3050 Science Park Drive, AC-321  
Address  
Beachwood, OH 44122  
City, State & Zip  
(216) 448-0162  
Daytime Telephone number  
gibsonm3@ccf.org  
E-mail address: (to be used for future annual report notification)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 APR 19 AM 10:32

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



**Maisha Gibson**  
Senior Paralegal / Law Department  
216.448.0162 (direct dial)  
Gibsonm3@ccf.org

April 18, 2013

**VIA UPS**

Claretha Golden, Regulatory Specialist II / New Filing Section  
Florida Department of State / Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Articles of Incorporation – Cleveland Clinic Florida  
Pharmacy Services Nonprofit Corporation**

Dear Ms. Golden:

On April 16, 2013, I called your office regarding the attached letter from you regarding corrections to the formation documents that were submitted to the Florida Department of State for Cleveland Clinic Florida Pharmacy Services (A Nonprofit Corporation). I spoke with a regulatory specialist by the name of Jessica who reviewed the items noted for correction in your letter.

After discussing each item, Jessica informed me that the filing would be accepted for processing after the following changes were made:

1. After speaking with her supervisor, Jessica told me that your department would allow the words "a nonprofit corporation" as the corporate ending for this entity after removal of the parentheses.
2. Regarding the request to include the manner in which directors are appointed, Jessica asked me to change the words "board members" in the attachment to "directors" to specifically note that directors would be elected at the annual meeting.
3. As to the officer/director titles, Jessica said we could use other titles, but they would have to be abbreviated. We have chosen the following titles that are abbreviated in the revised filing that is enclosed with this letter: "D" for Director; "P" for President; "COS" for Chief of Staff; "GC" for General Counsel; "CFO" for Chief Financial Officer; "S" for Secretary; and "AC" for Administrator Clinical Operations.

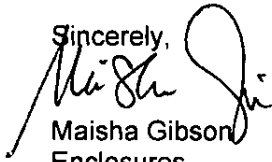
RECEIVED  
13 APR 19 PM 4:12  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 APR 19 AM 10:32

Claretha Golden, Regulatory Specialist II / New Filing Section  
Florida Department of State / Division of Corporations  
Page 2

Upon receipt of the attached, please process the filing as soon as possible. I appreciate your help with this matter. If you have any questions, please contact me at the number listed above or by email at [gibsonm3@ccf.org](mailto:gibsonm3@ccf.org).

Sincerely,

A handwritten signature in black ink, appearing to read 'Maisha Gibson', is written over the word 'Sincerely,'.

Maisha Gibson  
Enclosures



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

13 APR 19 AM 10:32

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 2, 2013

MAISHA GIBSON  
3050 SCIENCE PARK DRIVE, AC-321  
BEACHWOOD, OH 44122

SUBJECT: CLEVELAND CLINIC FLORIDA PHARMACY SERVICES (A  
NONPROFIT CORPORATION)  
Ref. Number: W13000019158

We have received your document for CLEVELAND CLINIC FLORIDA PHARMACY SERVICES (A NONPROFIT CORPORATION) and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The title(s) in the officer/director field(s) is/are not acceptable. Please refer to the following link for acceptable officer/director title information.  
<http://www.sunbiz.org/titledef.html>.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 713A00007742

# ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

## **ARTICLE I**    **NAME**

The name of the corporation shall be: Cleveland Clinic Florida Pharmacy Services Nonprofit Corporation

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## **ARTICLE II**    **PRINCIPAL OFFICE**

Principal street address:

2950 Cleveland Clinic Boulevard

Weston, FL 33331

Mailing address, if different is: 13 APR 19 AM 10:32

## **ARTICLE III**    **PURPOSE**

The purpose for which the corporation is organized is: See attachment

## **ARTICLE IV**    **MANNER OF ELECTION**

The manner in which the directors are elected and appointed: \_\_\_\_\_

See attachment

## **ARTICLE V**    **INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Bernardo Fernandez, MD, D & P

Address: 2950 Cleveland Clinic Boulevard

Weston, FL 33331

Name and Title: Barbara del Castillo, S & GC

Address: 2950 Cleveland Clinic Boulevard

Weston, FL 33331

Name and Title: Juan Noguerras, MD, D & COS

Address: 2950 Cleveland Clinic Boulevard

Weston, FL 33331

Name and Title: Osmel Delgado, ACO

Address: 2950 Cleveland Clinic Boulevard

Weston, FL 33331

Name and Title: Keith Nilsson, D & CFO

Address: 2950 Cleveland Clinic Boulevard

Weston, FL 33331

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: C T CORPORATION SYSTEM  
Address: 1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324 US

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Barbara Del Castillo  
Address: 2950 Cleveland Clinic Boulevard  
Weston, FL 33331

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

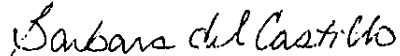
**CT Corporation System**

  
\_\_\_\_\_  
Required Signature of Registered Agent  
Gil S. Apella, Asst. Secretary

3-14-2013

Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
\_\_\_\_\_  
Required Signature of Incorporator

3-8-2013

Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 APR 19 AM 10:32

## **ATTACHMENT**

### **ARTICLES OF INCORPORATION**

#### **CLEVELAND CLINIC FLORIDA PHARMACY SERVICES NONPROFIT CORPORATION**

##### **ARTICLE III: PURPOSE**

Cleveland Clinic Florida Pharmacy Services Nonprofit Corporation (the "Company") is organized for the purpose of engaging in and providing healthcare services, and carrying on certain related professional activities. It is intended that these services and activities will be conducted at the hospital facilities and medical offices of Cleveland Clinic Florida Health System (a Nonprofit Corporation) and Cleveland Clinic Florida (a nonprofit corporation). The Company is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (and to the corresponding provisions of any similar laws subsequently enacted and to all regulations issued under those sections and provisions) (the "Code"), and for the benefit of, to perform the functions of, and to carry out the purposes of Cleveland Clinic Florida (a Nonprofit corporation) which is organized and operated exclusively for charitable, educational, and scientific purposes. In addition to the foregoing, at all times the Company shall be supervised or controlled by Cleveland Clinic Florida (a Nonprofit corporation).

##### **ARTICLE IV: MANNER OF ELECTION**

The Board of Directors will be elected during each annual meeting of the Company or from time to time, as needed.