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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BROWARD COUNTY HEALTHCARE COALITION, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**BROWARD COUNTY HEALTHCARE COALITION, INC.**

The undersigned natural person over the age of 18 files these Articles of Incorporation of BROWARD COUNTY HEALTHCARE COALITION, INC. (the "Corporation") in compliance with Chapter 617 of the Florida Statutes, the Florida Not or Profit Corporation Act (the "Act").

**ARTICLE I**  
**NAME**

The name of this corporation is Broward County Healthcare Coalition, Inc.

**ARTICLE II**  
**ADDRESS**

The address of the principal office of the Corporation is 303 SE 17<sup>th</sup> Street #405, Ft. Lauderdale 33316.

**ARTICLE III**  
**PURPOSE**

The general purpose for which the Corporation is organized is to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"). The specific purposes for which the Corporation is organized are to develop and promote effective collaboration, planning, training, exercises, response, recovery and mitigation within the healthcare industry serving the residents and visitors of Broward County, Florida. In furtherance of those goals, the Corporation shall conduct or support the following activities for Broward County, Florida:

- (a) Provide a forum for the healthcare community to integrate with each other and with other county, regional and state agencies to promote emergency preparedness.
- (b) Provide input on the best utilization in of grant funds related to community health and medical needs.
- (c) Foster communication among local, regional, state and federal agencies on community-wide emergency planning, response, recovery and mitigation.
- (d) Support overall readiness through coordination of community-wide training and exercises.

(e) Identify issues related to regional planning response matters, propose solutions to identified issues and seek interdisciplinary consensus on response practices and procedures.

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Act and is irrevocably dedicated to and operated exclusively for non-profit purposes.

#### **ARTICLE IV** **MEMBERS**

The qualifications for membership and procedures concerning membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may provide for different classes of membership.

#### **ARTICLE V** **TERM OF EXISTENCE**

The Corporation is to exist perpetually.

#### **ARTICLE VI** **INCORPORATOR**

The name and address of the incorporator to these Articles are as follows:

Sharon Quinn Dixon  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
150 W. Flagler Street, Suite 2200  
Miami, Florida 33130

#### **ARTICLE VII** **BOARD OF DIRECTORS; OFFICERS**

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of Four (4) persons. The Board of Directors shall be elected and hold office as provided in the Bylaws of the Corporation. Following are the names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected:

Obed Cruz  
Memorial Hospital Miramar  
1901 Southwest 172 Avenue  
Miramar, FL 33029

**Terri Sudden**

Florida Department of Health- Broward County  
780 SW 24th Street  
Fort Lauderdale, Florida 33315

**Thomas Hermann**

Memorial Healthcare System  
3501 Johnson Street, Hollywood, FL 33021

**Jaime Gonzalez**

303 SE 17<sup>th</sup> Street #405  
Ft. Lauderdale FL 33316

Section 1. The number of directors which constitute the Board of Directors may be increased and, thereafter, increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than four (4).

Section 2. The initial officers of the Corporation will be the President, Treasurer and Secretary, who shall be elected by the initial Board of Directors and who shall serve until their successor are duly qualified and elected as provided in the Corporation's Bylaws. The initial officers may be elected before the Board of Directors adopts Bylaws for the Corporation.

**ARTICLE VIII**  
**BYLAWS**

Section 1. The Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and the officers, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

Section 3. The Bylaws may be amended by the members in the manner described in the Bylaws.

**ARTICLE IX**  
**AMENDMENT**

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

**ARTICLE X**  
**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each person who acts as a director or officer of the Corporation shall be indemnified as provided in the Bylaws of the Corporation.

**ARTICLE XI**  
**TAX EXEMPT STATUS**

The Corporation is organized and shall be operated exclusively for social welfare purposes within the meaning of Code Section 501(c)(4). It is the express purpose of these Articles of Incorporation to limit the authority, powers and purposes of the Corporation and to require the Corporation to conform to the limitations set forth in the Code with reference to such organizations and nothing herein shall be construed to grant to the Corporation any powers or purposes not contemplated and authorized under the Code for such organizations.

No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of social welfare organizations described in Code Section 501(c)(4). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

**ARTICLE XII**  
**DISSOLUTION**

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed as proved by law to one or more social welfare organizations described in Code Section 501(c)(4) or charitable organizations described in Code Section 501(c)(3). Any such assets not so disposed of shall be disposed by the Circuit Court of Broward County, Florida, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII**  
**REGISTERED OFFICE**

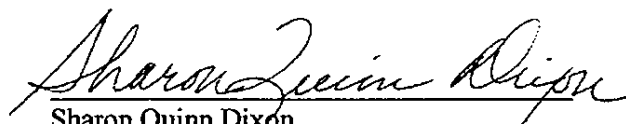
The name of the initial registered agent of the Corporation is Sharon Quinn Dixon and the address of the initial registered office of the Corporation is: Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 W. Flagler Street, Suite 2200, Miami, FL 33130.

I, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 26 day of September, 2014 for the purposes of forming this corporation not for profit under the laws of the State of Florida.

  
Sharon Quinn Dixon

**ACCEPTANCE AND ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for Broward County Healthcare Coalition, Inc. at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, Florida Statutes.

  
Sharon Quinn Dixon  
Registered Agent

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09/29/2014