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**Articles of Incorporation****of****Cardiovascular Center of Sarasota Foundation For Research and Education, Inc.**

The undersigned Florida nonprofit corporation adopts the following Articles of Incorporation not for pecuniary profit under the Florida Not For Profit Corporation Act.

**Article I - Name and Location of Agent and Offices**

**1.1 Name.** The name of the corporation shall be **Cardiovascular Center of Sarasota Foundation For Research and Education, Inc.**

**1.2 Principal Office and Mailing Address.** The corporation's initial principal office shall be 1950 Arlington Street, Suite 300, Sarasota, Florida 34239, and its initial mailing address shall be the same as its principal place of business. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

**Article II - Commencement and Duration**

**2.1 Commencement of Corporate Existence.** The corporation's existence shall commence on the filing hereof by the Department of State.

**2.2 Duration.** The corporation shall have perpetual existence, or until dissolved according to law.

**Article III - Purpose And Powers****3.1 Purpose.**

(a) The corporation is organized exclusively for charitable, religious, scientific, literary and educational 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, the receiving and administering of funds and other property, absolutely or in trust, to the extent permitted under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein;

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to

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make payments and distributions in furtherance of the exclusive purposes set forth hereinabove.

(c) 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.

(d) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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; and

(e) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes or exempt organizations 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 as the board of directors shall determine. 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.

**3.2 Powers.** To the extent permitted by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under applicable Florida corporation law.

#### Article IV. – Private Foundation

**4.1 Private Foundation.** If the Corporation is a Private Foundation within the meaning of Internal Revenue Code section 509, then the provisions of this Article shall apply.

(a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article V - Membership

**5.1 Membership.** The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the bylaws.

**5.2 Manner of Director Election or Appointment.** The method of election or appointment of directors shall be stated in the bylaws.

**5.3 Director(s).** The corporation shall have minimum of three directors. The names, addresses and titles of the 3 directors are:

<u>Title</u>	<u>Name/Address</u>
Director/Chairman of Board	Dr. Mahfouz El Shahawy 312 Bird Key Dr. Sarasota, Florida 34236
Director	Donald J. Harrell 951 Sirius Trail Sarasota, Florida 34232
Director	Dr. Thomas Kelly 1545 Blue Herron Drive Sarasota, Florida 34239

**5.4 Organizational Meeting.** After the corporate existence begins an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give 3 days' advance written notice of the time and place of the meeting to each person called.

**5.5 Indemnification of Directors and Officers.** The corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including attorney fees and costs through all appeals), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such

right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding any contrary provision in the articles, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The corporation is authorized to purchase insurance to provide funds for this indemnification, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. The amendment or repeal of this indemnification provision shall not adversely affect the rights of any past or present director or officer, unless such person waives these rights in writing. The directors and officers shall have an absolute right to this indemnification and they are intended to be third party beneficiaries of this indemnification provision.

#### Article VI - General

**6.1 Amendment.** The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and/or the members in accordance with applicable law.

**6.2 Initial Registered Agent and Office; Statement of Acceptance.** The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be Donald J. Harrell. The initial Registered Office street address of the Registered Agent shall be 1776 Ringling Blvd., Sarasota, Florida 34236. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

**6.3 Incorporator(s).** The name and address of each incorporator executing this instrument is as follows: Donald J. Harrell, 1776 Ringling Blvd., Sarasota, Florida 34236.

In Witness Whereof, the undersigned executed this instrument this 26<sup>th</sup> day of May, 2015.

Registered Agent:

Donald J. Harrell  
Donald J. Harrell

Incorporator:

Donald J. Harrell  
Donald J. Harrell