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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**The Cardiac & Vascular Education Foundation, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
FOR  
THE CARDIAC & VASCULAR EDUCATION FOUNDATION, INC.**

**ARTICLE I  
NAME**

The name of the corporation is The Cardiac & Vascular Education Foundation, Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is 4645 NW 8<sup>th</sup> Avenue, Gainesville, Florida 32605.

**ARTICLE III  
COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of the filing of these Articles of Incorporation.

**ARTICLE IV  
PURPOSE**

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) 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 "Code"). Principally, the Corporation is formed to provide educational services to patients and practitioners regarding cardiovascular diseases.

**ARTICLE V  
BOARD OF DIRECTORS**

SECTION 1. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

SECTION 2. The Board shall at all times consist of at least three (3) directors, and may have such additional directors as provided in the Bylaws of the Corporation.

SECTION 3. The method of electing directors shall be set forth in the Bylaws of the Corporation.

SECTION 4. The names and mailing addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

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<u>Name</u>	<u>Address</u>
Matheen A. Khuddus, M.D.	4645 NW 8 <sup>th</sup> Avenue Gainesville, Florida 32605
Mark A. Tulli, M.D.	4645 NW 8 <sup>th</sup> Avenue Gainesville, Florida 32605
Timothy R. Wessel, M.D.	4645 NW 8 <sup>th</sup> Avenue Gainesville, Florida 32605

#### **ARTICLE VI MEMBERSHIP**

Membership shall consist of physicians practicing at Interventional Cardiologists of Gainesville, P.A. (the "Members"). The Members shall only have the voting rights specified in the Bylaws.

#### **ARTICLE VII ACTIVITIES; LIMITATIONS**

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 to payments and distributions in furtherance of the purposes set forth in Article IV above. 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 of Incorporation, 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 Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE VIII DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for 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.

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**ARTICLE IX  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent and office of the Corporation is 4645 NW 8<sup>th</sup> Avenue, Gainesville, Florida 32605, and the name of the registered agent at that address is John J. Connor.

**ARTICLE X  
INCORPORATOR**

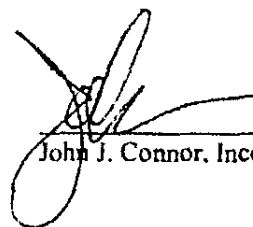
The name and address of the incorporator signing these Articles of Incorporation is:

John J. Connor  
4645 NW 8<sup>th</sup> Avenue  
Gainesville, Florida 32605

**ARTICLE XI  
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto upon the majority vote of the Board of Directors.

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.

  
\_\_\_\_\_  
John J. Connor, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, and 617.0501, Florida Statutes, the following is submitted:

The Cardiac & Vascular Education Foundation, Inc. desiring to organize or qualify as a not-for-profit corporation under the laws of the State of Florida hereby designates John J. Connor as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 4645 NW 8<sup>th</sup> Avenue, Gainesville, Florida 32605.

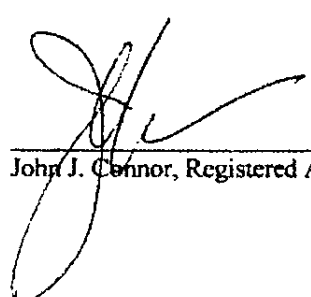
*July 21<sup>st</sup>*, 2015

THE CARDIAC & VASCULAR  
EDUCATION FOUNDATION, INC.

By:   
John J. Connor, President

Having been named to accept service of process for the above stated professional association, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

*July 21<sup>st</sup>*, 2015

  
John J. Connor, Registered Agent

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