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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 4. 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 5. Membership

5.1 Membership. The corporation shall have such members, if any, and such member classes, qualifications, rights, duties and meeting and notice requirements, as may be stated in the bylaws.

Article 6. Directors and Officers

6.1 Director(s). The corporation shall have minimum of three directors, which number shall be set in accordance with the bylaws. The names, addresses and titles of the initial directors are:

<u>Title</u>	<u>Name/Address</u>
Director/Chairman of Board	Mahfouz El Shahawy, M.D., FACC 1950 Arlington Street, Suite 300 Sarasota, Florida 34239
Director	Jay, Cohn, M.D., FACC 1950 Arlington Street, Suite 300 Sarasota, Florida 34239
Director	Anthony DeMaria, M.D., FACC 1950 Arlington Street, Suite 300 Sarasota, Florida 34239
Director	Keith Ferdinand, M.D., FACC 1950 Arlington Street, Suite 300 Sarasota, Florida 34239
Director	Fausto Pinto, M.D., FACC 1950 Arlington Street, Suite 300 Sarasota, Florida 34239

6.3 Manner of Director and Officer Election, Appointment, Resignation, Removal. The method of election, appointment, resignation and removal of directors and officers shall be stated in the bylaws.

6.4 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.

6.5 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 7. General

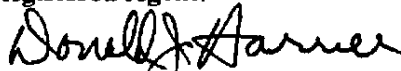
7.1 Amendment. The Articles of Incorporation may be amended from time to time only in such manner as shall be provided in the bylaws.

7.2 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.

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

In Witness Whereof, the undersigned signed this instrument on September 28 2016.

Registered Agent:


Donald J. Harrell

Incorporator:


Donald J. Harrell