

N 18000010334

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
Cleveland Clinic Florida Regional Health System Nonp

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**FILED**  
2018 SEP 26 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FL

**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 Regional Health System Nonprofit Corporation**ARTICLE II PRINCIPAL OFFICE**Principal street address:Cleveland Clinic Law Department, Attn. B. del Castillo2950 Cleveland Clinic BoulevardWeston, FL 33331

Mailing address, if different is:

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

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

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

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

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

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

Name: CT Corporation System  
Address: 1200 S. Pine Island Road  
Plantation, FL33324

**ARTICLE VII INCORPORATOR**The name and address of the Incorporator is:

Name: R. Jason Oblander  
Address: 3050 Science Park Dr., AC321  
Beachwood, OH 44122

**ARTICLE VIII EFFECTIVE DATE:**Effective date, if other than the date of filing: September 26, 2018 (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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*



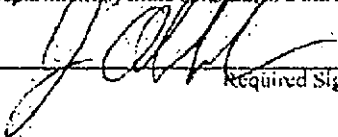
Diane Stout, Asst. Secy.

09/26/2018

Required Signature of Registered Agent

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

09/26/2018

Date

**ATTACHMENT TO  
ARTICLES OF INCORPORATION  
CLEVELAND CLINIC FLORIDA REGIONAL HEALTH SYSTEM NONPROFIT  
CORPORATION**

Article III: Purpose

A. Cleveland Clinic Florida Regional Health System Nonprofit Corporation (the "Corporation") 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"). The Corporation's purposes include, without limitation, (i) supporting, benefiting or carrying out certain or all of the purposes of The Cleveland Clinic Foundation, an Ohio nonprofit corporation and the Corporation's sole member, consistent with the provisions of the Florida Not for Profit Corporation Act, and the Corporation's Bylaws, (iii) the making of distributions to organizations described in Section 501(c)(3) of the Code, and (iv) engaging in any lawful activities within the purposes for which a corporation may be organized under the Act and which are not inconsistent with the purposes set forth in these Articles of Incorporation and the Corporation's Bylaws.

B. The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Third Article. It is intended that the Corporation shall have the status of an organization that is exempt from federal income tax under Section 501(c)(3) of the Code and that is other than a private foundation. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private individuals, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Florida), and the Corporation shall not participate or intervene in (including the publishing and distributing of statements) any

political campaign on behalf of or in opposition to any candidate for public office, or any issue, whether or not partisan.

Article IV: Manner of Election

All directors of the Cleveland Clinic Florida Regional Health System Nonprofit Corporation will be elected and appointed by the sole member as set forth in its Bylaws.

Article IX: Dissolution of the Corporation

Cleveland Clinic Florida Regional Health System Nonprofit Corporation (the "Corporation") may only be dissolved by the approval of the sole member as set forth in its Bylaws. Upon dissolution of the Corporation, after paying or making provisions for the payment of all of the liabilities of the Corporation, the sole member shall determine the manner in which the residual assets shall be distributed, provided that all of the assets of the Corporation shall be distributed exclusively to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an organization or organizations exempt from federal income tax under 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).