

13190000002710

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

K. PAGE

MAR 15 2019



700322541807

01/22/19--01040--010 **87.50

FILED
MAR 15 2019
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 30, 2019

JENNIFER IGUINA
9447 DOWDEN DRIVE #13112
ORLANDO, FL 32832 US

SUBJECT: PEDIATRIC CONGENITAL HEART ASSOCIATION-FLORIDA
Ref. Number: W19000009644

We have received your document for PEDIATRIC CONGENITAL HEART ASSOCIATION-FLORIDA and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Ingrid D Kelly
Regulatory Specialist II

Letter Number: 619A00002171

ARTICLES OF INCORPORATION
of
PEDIATRIC CONGENITAL HEART ASSOCIATION -FLORIDA CORPORATION

For the purpose of forming a corporation under s.617.0202, F.S. the undersigned executes the following Articles of Incorporation.

ARTICLE 1
NAME

The name of the Corporation is Pediatric Congenital Heart Association – Florida Corporation.

ARTICLE 2
EXISTENCE

The Corporation is created as a nonprofit, nonstock Florida corporation under s.617.0202, F.S. of the Florida Statutes. The period of the Corporation's existence is perpetual.

ARTICLE 3
PURPOSES

3.1 The Corporation is organized and operated exclusively for charitable and educational purposes under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purposes shall include the promotion of education, support, research and awareness to reduce the impact of congenital heart disease.

3.2 The Corporation is expressly prohibited from engaging in any activity that would be inconsistent with the status of an educational and charitable organization as defined in Section 501(c)(3) of the Code.

ARTICLE 4
POWERS

The Corporation has all powers now or in the future given by law to nonstock corporations organized under the laws of Florida provided, however, that such powers may be exercised only to further the purposes stated in Article 3 above, and further provided that:

4.1 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 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 Article 3 above:

4.2 No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation;

4.3 The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; and,

4.4 Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax

under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

4.5 The Bylaws of the Corporation may provide that the Corporation is authorized to make distributions under s.617.0202, F.S.

ARTICLE 5 **MEMBERSHIP**

The Corporation shall not have voting members as that term is defined in Florida law.

ARTICLE 6 **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a board of directors. The method of electing directors of the Corporation shall be stated in the bylaws of the Corporation. The number of directors shall be fixed by the bylaws of the Corporation, but the number of directors shall not be fewer than three.

Jennifer Iguina
9447 Dowden Drive #13112
Orlando, FL. 32832

Massiel DeCamps
1110 Banks Rose Court
Kissimmee, FL. 34747

Cassie Clarkson
3132 Longleaf Ranch Circle
Middleburg, FL. 32068

ARTICLE 7 **DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to the Pediatric Congenital Heart Association, provided that it continues to be recognized as an organization that is exempt from federal income tax under section 501(c)(3) of the Code. If it cannot accept the assets, the distribution shall be made to such organization or organizations that are organized and operated exclusively for exempt purposes under section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to a State or a political subdivision of a State as defined in section 170(c)(1) of the Code.

ARTICLE 8 **MATTER OF ELECTION**

Election and Term of Office.

- (a) The Directors shall be elected by the Board at the annual meeting of the Board, consistent with Section V.3.2. Directors shall serve for a term of two years. Approximately one-half (1/2) of the Directors shall have terms that expire in the even years and another half with terms that expire in odd years, such that only half of the Directors will have terms that expire in a given year. No Director may serve for more than two (2) consecutive full terms. After an absence of one (1) year from the Board, an individual shall become eligible again for election to the Board. Partial terms do not count as a full term.
- (b) The Directors shall be elected by the Board at its Annual Meeting. Each year, the Board shall elect the number of Directors necessary to maintain staggered terms pursuant to Section 3.1, and such additional persons as may be necessary to fill unexpired terms.

Resignation. Any Director may resign at any time by giving written notice to the President of the Chapter. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Chapter.

Removal. Any Director may be removed from such office, with or without cause, by a two-thirds vote of all of the Directors at any regular or special meeting of the Board called expressly for that purpose.

Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board for the unexpired term.

Annual Meeting. One meeting of the Board each year, usually in the fourth quarter, shall be the "Annual Meeting of the Board" and held on such day and at such place and time as determined by the President of the Chapter. The purpose of the Annual Meeting is to elect the Directors and officers, review the annual budget and for the transaction of such other business as may come before the meeting.

Regular and Special Meetings. Regular meetings of the Board shall be held at such times and place as designated in advance by the Board. Special meetings of the Board may be called by the President or by at least three Directors at such time and place named by those calling the meeting may specify and in accordance with the notice requirements of Section V.9.

Notice. Notice of the time, day and place of any meeting of the Board shall be given at least 7 days previous to the meeting and in the manner set forth in Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Chapter, or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. Each Director shall have one vote. Voting by proxy shall not be permitted.

Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the Directors.

Telephone Meeting. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting.

Conflicts of Interest. The Board shall comply with the Conflict of Interest Policy adopted by the Board.

ARTICLE 9

EFFECTIVE DATE

Pediatric Congenital Heart Association- Florida Corporation was effective as of September 1st, 2018.

OFFICE OF THE
CLERK OF THE
SUPREME COURT
19 MAR -8 AM 11:43
TALLAHASSEE, FLORIDA

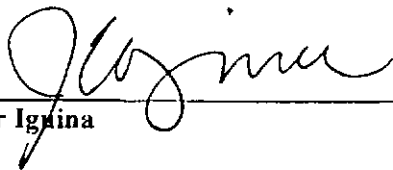
ARTICLE 10
PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address of the principal office of the Corporation is:

**9447 Dowden Drive #13112
Orlando, FL. 32832**

The name and address of the registered agent is:

**Jennifer Iguina
9447 Dowden Drive #13112
Orlando, FL. 32832**

By: 
Jennifer Iguina

ARTICLE 11
AMENDMENT

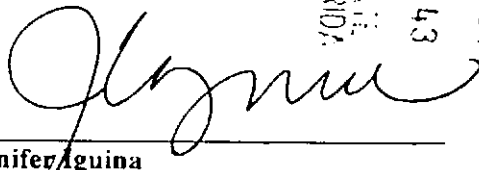
These articles may be amended in the manner authorized by law at the time of the amendment.

ARTICLE 12
INCORPORATOR

The name and address of the incorporator, who is older than eighteen years, is:

**Jennifer Iguina
9447 Dowden Drive #13112
Orlando, FL. 32832**

Executed this 1st day of September 2018.

By: 
Jennifer Iguina

Prepared by: Melanie Toth-Pediatric Congenital Heart Association 383 Congdon Avenue, Elgin, IL. 60120
mtoth@conqueringchd.org 773-443-7186

FILED
MAR 8 2018
AM 11:43
CLERK OF CIRCUIT COURT
JANUARY 10, 2018
JANUARY 10, 2018