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(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

☐

WAIT

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MAIL

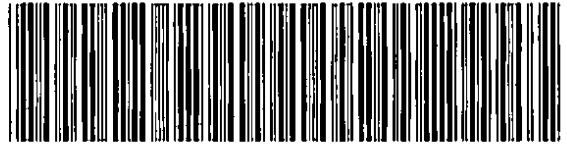
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(Business Entity Name)

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2022 JAN 12 AM 8:41

SECRETARY OF STATE  
TALLAHASSEE, FL

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2022 JAN 12 PM 3:02

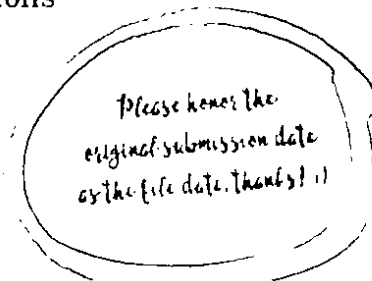
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 12, 2022

INCSERV



SUBJECT: MEDICAL STAFF OF BOCA RATON REGIONAL HOSPITAL, INC.  
Ref. Number: W22000004220

We have received your document for MEDICAL STAFF OF BOCA RATON REGIONAL HOSPITAL, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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.

Neysa Culligan  
Regulatory Specialist III

Letter Number: 722A00001000

*Please honor the  
original submission date  
as the file date. Thank! :)*

JAN 19 2022  
TALLAHASSEE, FLORIDA

2022 JAN 19 PM 2:56

RECEIVED

Incorporating Services, Ltd.

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.incserv.com  
e-mail: accounting@incserv.com



**ORDER FORM**

**TO** Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Moreau  
mmoreau@incserv.com  
850.656.7953

**REQUEST DATE** 1/12/2022

**PRIORITY** Regular Approval

**OUR REF.# (Order ID#)** 938323

**ORDER ENTITY**

MEDICAL STAFF OF BOCA RATON REGIONAL HOSPITAL, INC.

**PLEASE PERFORM THE FOLLOWING SERVICES:**

**MEDICAL STAFF OF BOCA RATON REGIONAL HOSPITAL, INC. ( FL)**

Please file the attached articles and provide a certified copy.

**NOTES:**

\$155.00 Authorized

Email address for annual report reminders: TMonaghan@shutts.com

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

**ARTICLES OF INCORPORATION  
Of**

2022 JAN 12 AM 8:41

**Medical Staff of Boca Raton Regional Hospital, Inc.**  
**(a Florida not-for-profit corporation)**SECRETARY OF STATE  
TALLAHASSEE, FL

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida (the "Act"), does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is the Medical Staff of Boca Raton Regional Hospital, Inc. (hereinafter called the "Corporation").

**ARTICLE II  
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III  
PURPOSES**

The Corporation is organized for the purpose of promoting such common interests of its Members as may qualify it as exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws (the "Code"), and within such limits, to promote the common business interests of the Medical Staff of Boca Raton Regional Medical Center (the "Medical Staff"), to protect and preserve the independence of the medical staff in the provision of medical services to patients under their care, while working cooperatively with the administration of the Hospital in the shared governance of the Hospital; to promote health care within the community; to foster among the medical staff, the highest degree of professionalism and collegiality; to bring Members into closer personal and friendly relations with each other; to interchange ideas on matters relating to patient care and to advance and maintain an enlightened understanding on the part of the Hospital administration and the public of the challenges confronting the medical staff in the performance of their healthcare mission; to take such steps as are proper and necessary in order to promote better relations and secure proper advantages from hospital administration and accrediting and regulatory bodies and other agencies and by these means to attain wider recognition of the role of the medical staff to the provision of quality patient care and the governance of the hospital; to take all other appropriate action in furtherance of such purposes; and consistent with the above, to exercise all powers available to corporations organized pursuant to the Act.

**ARTICLE IV  
MEMBERS**

The membership of the Corporation shall consist of the members of the Medical Staff having the designation of "Active Staff", "Courtesy Staff", "Visiting Staff", "Consulting Staff", "Faculty Staff", "Resident Physician", "Honorary Staff", and the "Emeritus Staff". The right to

vote on matters coming before the members of the Corporation shall be limited to Active Staff members of the Medical Staff. All Members of the Corporation, these being the Members of the Medical Staff of Boca Raton Regional Hospital, shall have such rights, powers, and obligations as are set forth in the Bylaws.

## **ARTICLE V**

### **INITIAL BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be not less than three (3), thereafter, the manner of election of appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of directors shall not be less than three (3). The names and addresses of the persons who are to serve as the initial Directors of the Corporation are as follows:

Joseph H. Kleinman, M.D., President,  
Medical Staff  
c/o Boca Raton Regional Hospital  
800 Meadows Road  
Boca Raton, FL 33486

Evan Goldstein, M.D., President Elect,  
Medical Staff  
c/o Boca Raton Regional Hospital  
800 Meadows Road  
Boca Raton, FL 33486

Ari I. Wirtschafer, M.D., Secretary,  
Medical Staff  
c/o Boca Raton Regional Hospital  
800 Meadows Road  
Boca Raton, FL 33486

George Khoriaty, M.D., Treasurer,  
Medical Staff  
c/o Boca Raton Regional Hospital  
800 Meadows Road  
Boca Raton, FL 33486

Michael Aronsohn, Immediate Past President,  
Medical Staff  
c/o Boca Raton Regional Hospital  
800 Meadows Road  
Boca Raton, FL 33486

## **ARTICLE VI**

### **BYLAWS**

Except as otherwise provided by law or these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws:

(1) By a three quarters majority vote of the Board of Directors, the Board may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes, as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(2) Upon proper notice, the Bylaws may be amended, altered or rescinded by the three quarter majority vote of the Board of Directors who are present at any regular meeting, or any special meeting called for this purpose, provided that any such amendment, alteration or rescinding shall not be in conflict with these Articles of Incorporation or the Medical Staff Bylaws of the Medical Staff of Boca Raton Regional Hospital, as those bylaws are promulgated and approved from time to time.

## **ARTICLE VII**

### **POWERS**

The Corporation shall have all powers conferred upon not-for-profit corporations organized under the Act, and any successor provisions thereto now enacted or hereafter amended, and shall also exercise its powers in conjunction with and not in contravention of the Medical Staff Bylaws of the Medical Staff of Boca Raton Regional Hospital, as those bylaws are promulgated and approved from time to time, but to exercise such powers only in fulfillment of its above-stated purpose. The Corporation shall not engage in any of the following activities:

At all times and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by the operation of law, or upon amendment of the Articles of the Corporation:

- a. The Corporation shall not engage in any activity that is unlawful under the laws of the State of Florida and the United States of America.
- b. The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(6) of the Code (or the corresponding provision of any subsequent Federal tax laws).
- c. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, Directors, Officers, or other persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually

rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.

- d. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c) (6).
- e. Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.
- f. Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the corporation and which are then qualified for exemption from Federal income taxes as organizations described in Sections 501(c)(3) or (c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Federal tax laws)
- g. The Corporation may use the funds available to it in the ordinary course to conduct its business affairs, including, but not limited to, payments and receipts involving (1) member dues, (2) application and credentialing fees, (3) supplemental stipends for Medical Staff officers and leaders for services to the Medical Staff, (4) continuing medical education speaking honoraria and participation fees (for programs hosted by the Medical Staff), (5) reimbursement for payment of various user licenses and medical journal subscription fees, (6) Medical Staff travel and meal reimbursement, (7) payments and educational grants from the Hospital's foundation and other outside sources relating, in part, to Medical Staff attendance at medical conferences and other educational events, and (8) miscellaneous other receipts and payments (e.g., for services or to certain vendors) and for purposes not inconsistent with the provisions of Section 501(c)(6) of the Code.

#### **ARTICLE VIII** **INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Corporation's initial registered agent are Corporation Company of Miami, 200 S. Biscayne Boulevard, Suite 4100 (TEM), Miami, Florida 33131.

#### **ARTICLE IX** **PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be c/o Medical Staff Office, Boca Raton Regional Hospital, 800 Meadows Road, Boca Raton, Florida 33486 and shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

## **ARTICLE X**

### **MAILING ADDRESS OF BUSINESS**

The mailing address of the Corporation shall be P.O. Box 810969, Boca Raton, Florida 33481-0969, and shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

## **ARTICLE XI**

### **AMENDMENTS**

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by a three-quarter majority vote of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation, it being further agreed that at no time shall these Articles of Incorporation be amended, altered, changed or repealed other than in conformance with (and not in contravention of) the Medical Staff Bylaws of the Medical Staff of Aventura Hospital and Medical Center, as those bylaws are promulgated and approved from time to time.

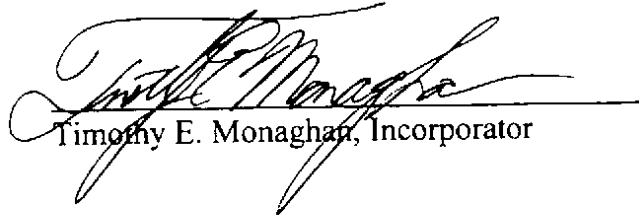
## **ARTICLE XII**

### **INDEMNIFICATION**

The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by the Act, and as provided for in its bylaws, further provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III herein or would be inconsistent with the provisions of Section 501(c)(6) of the Code. The private property of the Officers and Directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

***/SIGNATURE PAGE FOLLOWS/***


IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 11th day of January, 2022.

  
Timothy E. Monaghan, Incorporator

**ACCEPTANCE BY REGISTERED  
AGENT**

The undersigned, having been named to accept service of process for the above-stated Corporation at the place designated in these Articles of Incorporation, hereby agrees to act in this capacity, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

CORPORATION COMPANY OF MIAMI

By:   
Print Name: Gary S. Cohen  
Title: VP

Date: January 11, 2022

2022 JAN 12 AM 8:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FL