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FLORIDA PROFIT/NON PROFIT CORPORATION
Cardiovascular Innovation & Research Foundation of Naples, Inc.

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Corporate Filing Menu

Help

*Articles Of Incorporation Of
the
Cardiovascular Innovation &
Research Foundation of Naples, Inc
(A Corporation Not-For-Profit)*

These Articles of Incorporation are provided in conformance with Chapter 617 of the Florida Statutes

ARTICLE I
NAME AND ADDRESS

The name of the corporation is Cardiovascular Innovation & Research Foundation of Naples, Inc. ("Foundation") The principal office and mailing address of the Foundation is 733 Riviera Drive, Naples, Florida 34103.

ARTICLE II
PURPOSES

The Foundation is primarily organized and shall be operated exclusively as a Medical Research facility to advance human understanding and treatment of cardiovascular disease through rigorously conducted research coordinated through our center in Naples. The Foundation intends to publish the results of its research as appropriate to the public interest.

The Mission of the Foundation is to conduct multiple research endeavors in parallel for the purpose of evaluating new and innovative treatments for cardiovascular disease using pharmacologies, behavioral interventions and medical devices and where appropriate publish the results of such research in medical journals and in the public interest.

The Foundation is organized and shall at all times be operated as a Public Charity in accordance with IRC §§501(c)(3) and 509(a)(1). Specifically, the Foundation is organized and shall be operated exclusively for Scientific Research in the Health Field. No part of the net earnings of the Foundation shall inure to the benefit of any individual. Further, no substantial part of the activities of Foundation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Foundation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III
NECESSARY POWERS

The Foundation shall have the power to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE IV
BOARD OF DIRECTORS

Management of the Foundation shall be vested in the Foundation's Board of Directors the members of which shall be not less than Three (3) nor more than Seven (7) individuals. The Directors of the Foundation shall be nominated, elected and removed in accordance with the Bylaws.

ARTICLE V
MEMBERSHIP

The Foundation shall have no Members.

ARTICLE VI
PROHIBITED ACTIVITIES

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Foundation shall be 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 II hereof.

No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Foundation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Foundation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Foundation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

Notwithstanding any other provisions of these Articles, this Foundation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII

DISSOLUTION

In the event of dissolution, the residual assets of the Foundation other than any restricted assets which clearly provide for their disposition shall be distributed by the Board of Directors of the Foundation to one or more organizations described in §501(c)(3) and 170(c)(2) of the Code which are engaged in cardiovascular research.

ARTICLE VIII

AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Foundation's Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Foundation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors of the Foundation.

ARTICLE X

INCORPORATOR

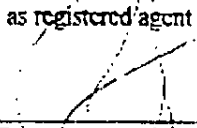
The street address of the Foundation's Incorporator in the State of Florida is 1395 Panther Lane, Suite 300, Naples Florida 34109, and the name of its Incorporator is Kevin Carmichael.

ARTICLE XI

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Foundation's registered office in the State of Florida is 733 Riviera Drive Naples Florida 34103, and the name of its registered agent at such office is Dr. Ronald Caputo.

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



Dr. Ronald Caputo
Registered Agent

9/5/2023
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.



Dr. Ronald Caputo
Incorporator