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1201 HAYS STREET  
LAUDERDALE, FL 33301  
800-242-8086  
222-7777  
222-7777



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CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant  
KELLEY DRYE & WARREN, LLP

201 South Biscayner Blvd.  
Suite 2400  
Miami, FL 33131-2399

DOMESTIC FILING

NAME: CLINIC OF THE AMERICAS  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
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af 7/12/96

ARTICLES OF INCORPORATION OF  
CLINIC OF THE AMERICAS FOUNDATION, INC.

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DIVISION OF CORPORATIONS

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The undersigned, acting as the incorporator pursuant to Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation (the "Articles"):

ARTICLE I

NAME AND ADDRESS

The name of this corporation is CLINIC OF THE AMERICAS FOUNDATION, INC. (the "Corporation"). The initial principal office and mailing address of the Corporation shall be:

303 S.E. 17<sup>th</sup> Street  
Fort Lauderdale, Florida 33316

ARTICLE II

DURATION

The Corporation shall commence its existence with the filing of the Articles. The existence of the Corporation shall be perpetual, unless dissolved according to law.

ARTICLE III

PURPOSES

Section 3.01. The Corporation is organized as a not-for-profit corporation for the following purposes:

(a) To support and carry out the purposes of the North Broward Hospital District, a political subdivision and special tax district of the State of Florida, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and particularly the Clinic of the Americas, an unincorporated division of the North Broward Hospital District;

(b) To provide financial and other support for the Clinic of the Americas, an unincorporated division of the North Broward Hospital District, in a manner consistent with this

corporation's being an organization described in Section 501(c)(3) of the Code; and

(c) To conduct any and all lawful affairs and business for which corporations may be organized and operated under the Florida Not For Profit Corporation Act, but only in a manner consistent with the provisions of this Article III.

Section 3.02. Notwithstanding the foregoing or any other provision of the Articles or the Bylaws of the Corporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors or officers, or any other private persons, except that the Corporation 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 above;

(b) No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted pursuant to an election made under Section 501(h) of the Code, and 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

(c) This Corporation shall not carry on any activities not permitted to be carried on by a corporation described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE IV

##### MEMBERSHIP

The Corporation shall not have members.

#### ARTICLE V

##### BOARD OF DIRECTORS

Section 5.01. The affairs of the Corporation shall be governed by a Board of Directors (the "Board"), subject to the restriction that exercise of any of the following powers or action shall require the approval thereof by a unanimous vote of the entire Board prior to implementation:

(a) Adoption of Bylaws or an amendment to the Bylaws;

(b) Organization of a subsidiary or affiliate by the Corporation; and

(c) Approval of any merger or consolidation of the Corporation, or the sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 5.02. The Board shall consist of three (3) Directors. One of the Directors shall be a commissioner of the North Broward Hospital District, elected by the majority vote of the commissioners of the North Broward Hospital District. One of the Directors shall be the general counsel of the North Broward Hospital District. One of the Directors shall be selected by the chief executive officer of the North Broward Hospital District from the administrative staff of the North Broward Hospital District, and may be such chief executive officer him- or herself.

Section 5.03. Except for the general counsel of the North Broward Hospital District, the term of office of a Director shall be one (1) year or until his or her successor shall have been duly elected and qualified.

Section 5.04. The Commissioners of the North Broward Hospital District may, by majority vote, remove a Director at any time.

Section 5.05. The members of the initial Board of Directors shall be:

Ana Gardiner  
Kenneth C. Jenne, II  
Wil Trower

## ARTICLE VI

### NO CAPITAL STOCK

The Corporation shall not have capital stock.

## ARTICLE VII

### AMENDMENT

These Articles may be amended only by the unanimous vote of the Board of Directors of the Corporation.

## ARTICLE VIII

### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida shall be:

c/o Kelley Drye & Warren LLP  
2400 Miami Center  
201 S. Biscayne Boulevard  
Miami, Florida 33131

The name of the initial registered agent of the Corporation at the above-specified address shall be:

Samuel C. Ullman

#### ARTICLE IX

##### INCORPORATOR

The name and street address of the incorporator of the Corporation (the "Incorporator"), who is signing the Articles, is as follows:

Name:

Samuel C. Ullman

Street Address:

c/o Kelley Drye & Warren LLP  
2400 Miami Center  
201 S. Biscayne Boulevard  
Miami, Florida 33131

#### ARTICLE X

##### TAX STATUS

Section 10.01. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization described in Section 501(c)(3) of the Code.

Section 10.02. This Corporation is intended to be an organization described in Sections 501(c)(3) and 509(a)(3) of the Code.

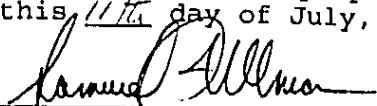
#### ARTICLE XI

##### DISSOLUTION

In the event of the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation (except any assets held upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) exclusively for the purposes of the Corporation by transferring such assets to the North Broward Hospital District, provided that said District is at

such time in existence and qualified as an organization described in Section 501(c)(3) of the Code or as a governmental unit described in Section 170(c)(1) of the Code. In the event that said District is not at such time in existence or does not qualify as an organization described in Section 501(c)(3) of the Code or as a governmental unit described in Section 170(c)(1) of the Code, the Board shall dispose of such assets exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an organization described in Section 501(c)(3) of the Code, as the Board shall determine. Any of such assets not so disposed of shall be disposed of by a court of general jurisdiction of Broward County in such manner or to such organization or organizations described in Section 501(c)(3) of the Code, as said court shall determine.

IN WITNESS WHEREOF, the Incorporator has made and subscribed to the Articles, in the City of Miami, County of Dade, State of Florida, for the aforementioned uses and purposes in connection with the Corporation, on this 11<sup>th</sup> day of July, 1996.

  
\_\_\_\_\_  
Samuel C. Ullman, Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT OF  
CLINIC OF THE AMERICAS FOUNDATION, INC.

Pursuant to Sections 48.091 and 617.0501 of the Florida Statutes (1995), Clinic of the Americas Foundation, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2400 Miami Center, 201 S. Biscayne Boulevard, Miami, Florida 33131, has named Samuel C. Ullman, located thereat, as its registered agent and to accept service of process within the State of Florida.

By: Samuel C. Ullman

Samuel C. Ullman, Incorporator

Having been named as the registered agent and to accept service of process in the State of Florida for the above-named corporation at the location designated herein, I hereby accept the appointment to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Samuel C. Ullman

Samuel C. Ullman  
Registered Agent

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