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TO: DIVISION OF CORPORATIONS FROM: TRIPP, SCOTT, CONKLIN & SMITH  
DEPARTMENT OF STATE P.O. BOX 14245

STATE OF FLORIDA

409 EAST GAINES STREET

FT. LAUDERDALE FL 33302-0000

TALLAHASSEE, FL 32399

CONTACT: PATTY SCHLINDWEIN

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(((H96000010417))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: BROWARD HEALTH FOUNDATION, INC.

FAX AUDIT NUMBER: H96000010417

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N960-15736  
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7-29-96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 23, 1996

PATTY SCHLINDWEIN  
TRIPP, SCOTT, CONKLIN & SMITH  
P O BOX 14245  
FT. LAUDERDALE, FL 33302

The name BROWARD HEALTH FOUNDATION, INC. has been reserved for 120 days beginning April 23, 1996. The reservation number is R96000002049 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 396A00019001



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 23, 1996

PATTY SCHLINDWEIN  
TRIPP, SCOTT, CONKLIN & SMITH  
P O BOX 14245  
FT. LAUDERDALE, FL 33302

The name BROWARD HEALTH FOUNDATION, INC. has been reserved for 120 days beginning April 23, 1996. The reservation number is R96000002049 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 396A00019001

FILED

ARTICLES OF INCORPORATION 96 JUL 29 PM 12 11  
OF  
BROWARD HEALTH FOUNDATION, INC. STATE  
JUL 29 1996

**THE UNDERSIGNED**, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

Section 1.1. The name of the corporation is **Broward Health Foundation, Inc.**, (the "Corporation").

**ARTICLE II**  
**DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III**  
**NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue of Certificates of Membership.

**ARTICLE IV**  
**PURPOSE**

Section 4.1. The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Prepared by: Gregory A. McLaughlin, Esq.  
Bar No: 0518784  
Tripp, Scott, Conklin & Smith  
P.O. Box 14245  
Fort Lauderdale, FL 33302  
(954) 525-7500

H96000010417

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE V** **MEMBERS**

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

## **ARTICLE VI** **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

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

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

John Latona

315 S.E. 7th Street, Suite 301  
Fort Lauderdale, Fl 33301

Garry W. Johnson

110 S.E. 6th Street, 28th Floor  
Fort Lauderdale, Fl 33301

Gregory A. McLaughlin

110 S.E. 6th Street, 28th Floor  
Fort Lauderdale, Fl 33301

Section 6.3. The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that no elected Director's term expires less than four (4) months before the expiration of the next elected Director.

## ARTICLE VII ADDRESS

Section 7.1. The street address of the principal office of this corporation in the State of Florida is:

315 S.E. 7th Street, Suite 301  
Fort Lauderdale, Fl 33301

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

**ARTICLE VIII**  
**REGISTERED AGENT AND REGISTERED OFFICE**

Section 8.1. The registered agent and registered office of the Corporation shall be:

**Name**

**Address**

John Latona

315 S.E. 7th Street, Suite 301  
Fort Lauderdale, Fl 33301

**ARTICLE IX**  
**AMENDMENT**

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

**ARTICLE X**  
**BYLAWS**

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

**ARTICLE XI**  
**INCORPORATOR**

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

**Name**


**Address**

John Latona

315 S.E. 7th Street, Suite 301  
Fort Lauderdale, Fl 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of July, 19996

INCORPORATOR:

  
John Latona



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Broward Health Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, has named John Latona, located at 315 S.E. 7th Street, Suite 301, County of Broward, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above- named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

Date: July 26, 1996

REGISTERED AGENT:

John Latona  
John Latona

56  
JUL 29 1996  
11:11

Feb. 25. 1997

N960000003937

2/21/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

1:30 PM

((H97000003087 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#: 075350000065

CONTACT: MICHAEL R. GIEHL

PHONE: (305)525-7500

FAX #: (954)761-8475

NAME: BROWARD HEALTH FOUNDATION, INC.

AUDIT NUMBER.....H97000003087

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 6

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

SH 2/25

Amend  
& Restated

2/25/97 1:30 PM

25 FEB 1997

February 21, 1997

BROWARD HEALTH FOUNDATION, INC.  
315 S.E. 7TH STREET  
SUITE 301  
FORT LAUDERDALE, FL 33301

SUBJECT: BROWARD HEALTH FOUNDATION, INC.  
REF: N96000003937

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the amended and restated articles were approved by the board of directors, it should also contain a statement that "member approval was not required".

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 (904) 487-6908.

Steven Harris  
Corporate Specialist

FAX Aud. #: H97000003087  
Letter Number: 597A00009442

February 24, 1997

BROWARD HEALTH FOUNDATION, INC.  
315 S.E. 7TH STREET  
SUITE 301  
FORT LAUDERDALE, FL 33301

SUBJECT: BROWARD HEALTH FOUNDATION, INC.  
REF: N96000003937

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document should state that the Amended and Restated Articles were adopted pursuant to Article V of the ARTICLES OF INCORPORATION, not pursuant to Article V of the Amended and Restated Articles.

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 (904) 487-6908.

Steven Harris  
Corporate Specialist

FAX Aud. #: H97000003087  
Letter Number: 497A00009601

H97000003087

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BROWARD HEALTH FOUNDATION, INC.**

The Articles of Incorporation of Broward Health Foundation, Inc., a Florida not for profit corporation ("Corporation"), filed with the Department of State on July 29, 1996, Charter Number N96000003937, are amended and restated in their entirety to read as shown below:

**ARTICLE I  
NAME**

Section 1.1. The name of the corporation is Broward Health Foundation, Inc., (the "Corporation").

**ARTICLE II  
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III  
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

**ARTICLE IV  
PURPOSE**

Section 4.1. The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

H97000003087

Prepared by: Gregory A. McLaughlin, Esq.  
Bar No: 0518794  
Tripp, Scott, Conklin & Smith  
P.O. Box 14245  
Fort Lauderdale, FL 33302  
(954) 525-7500

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Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

H97000003087

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE V** **MEMBERS**

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

#### **ARTICLE VI** **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

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

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

John Latona	315 S.E. 7th Street, Suite 301 Fort Lauderdale, Fl 33301
Garry W. Johnson	110 S.E. 6th Street, 28th Floor Fort Lauderdale, Fl 33301
Gregory A. McLaughlin	110 S.E. 6th Street, 28th Floor Fort Lauderdale, Fl 33301

Section 6.3. The term of office of each Director shall be determined as set forth in the Bylaws of the Corporation.

#### **ARTICLE VII** **ADDRESS**

Section 7.1. The street address of the principal office of this corporation in the State of Florida is:

315 S.E. 7th Street, Suite 301  
Fort Lauderdale, Fl 33301

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

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

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
John Latona	315 S.E. 7th Street, Suite 301 Fort Lauderdale, Fl 33301



H97000003087

**ARTICLE IX  
AMENDMENT**

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

**ARTICLE X  
BYLAWS**

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

**ARTICLE XI  
INCORPORATOR**

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

Name


Address

John Latona

315 S.E. 7th Street, Suite 301  
Fort Lauderdale, FL 33301

The foregoing Amended and Restated Articles of Incorporation were adopted by a consent action of the Board of Directors of this Corporation, dated Feb. 21, 1997, pursuant to Article V of the Articles of Incorporation.

IN WITNESS WHEREOF, the Chairman, John Latona, has executed these Amended and Restated Articles of Incorporation this 21 day of Feb., 1997.

  
John Latona, Chairman

H97000003087

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Broward Health Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, has named John Latona, located at 315 S.E. 7th Street, Suite 301, County of Broward, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above- named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

Date: 2-21-97

REGISTERED AGENT

  
John Latona