

N9600004380

Robert A Weiss (Parker Hudson Comm. Ind. Ltr)
Requestor's Name

118 W Garden St. Suite 200
Address

Tallahassee, FL 32301 (904) 621-0191
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cleveland Clinic Florida Hospital Naples nonprofit corporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION & QUALIFICATION	
<input type="checkbox"/>	Foreign DOC EXAM
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AUTHORIZATION BY PHONE TO

Robert A. Weiss
Robert I. Cap. Supp
8/22/96
Hous. Brown

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
CLEVELAND CLINIC FLORIDA HOSPITAL NAPLES
NON PROFIT CORPORATION

FILED
SECRETARY OF STATE
09 AUG 21 PM 4:35

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

ARTICLE I. NAME, DURATION

The name of this Corporation is "Cleveland Clinic Florida Hospital Naples Non Profit Corporation." The duration of this Corporation is perpetual.

ARTICLE II. INITIAL PRINCIPAL OFFICE AND RESIDENT AGENT

The initial principal office of this Corporation in the State of Florida is at 201 South Biscayne Boulevard, Suite 2900, Miami Center, Miami, Florida 33131-4330. The name and address of this Corporation's registered agent is Andrew Service Corp. of Florida, 201 South Biscayne Boulevard, Suite 2900, Miami Center, Miami, Florida 33131-4330.

ARTICLE III. PURPOSES, RIGHTS AND POWERS

The purpose for which said corporation is formed is to own and conduct one or more hospitals for sick and disabled persons; and in connection therewith, owning, maintaining, developing and conducting institutions, dispensaries, laboratories, buildings and equipment for medical, surgical and hygienic care and treatment of sick and disabled persons, engaging in making scientific diagnoses and clinical studies, in carrying on scientific research in, and conducting public lectures on, the sciences and subjects of medicine, surgery, hygiene, anatomy and kindred sciences and subjects, and providing education concerning the care of sick and

disabled persons, and the doing of all acts, exercising all powers and assuming all obligations necessary or incident thereto that are permitted by law.

ARTICLE IV. MEMBERS

The membership of this Corporation shall consist of The Cleveland Clinic Foundation. The manner of admission and qualification of new members shall be as provided in the Bylaws of this Corporation.

ARTICLE V. BOARD OF TRUSTEES

The Board of Trustees shall be empowered to exercise all corporate powers and to manage the business and affairs of this Corporation, subject to any powers that are reserved to the Members pursuant to these Initial Articles, the by laws of The Corporation, or applicable law. From time to time the number of Trustees of this Corporation may be increased or decreased in accordance with the Bylaws of this Corporation, but shall be no less than three (3) in number.

The persons who shall serve until the first election of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Floyd D. Loop, M.D.	9500 Euclid Avenue, Cleveland, Ohio 44195
Frank L. Lordeman	9500 Euclid Avenue, Cleveland, Ohio 44195
Carl C. Gill, M.D.	3000 West Cypress Creek Rd., Ft. Lauderdale, Florida 33309
Harry K. Moon, M.D.	3000 West Cypress Creek Rd., Ft. Lauderdale, Florida 33309

The number, qualifications, method of election, terms of office, and such other provisions with respect to Trustees and officers as are not consistent with the express provisions of these Articles shall be as provided in the Bylaws of this Corporation.

All professional services, decisions, or actions provided by, made by, or carried out under the auspices of this Corporation which must be provided, made, or carried out only by licensed professionals pursuant to other provisions of law of the State of Florida, shall be provided, made, or carried out only by licensed professionals.

ARTICLE VI. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by the affirmative vote of all of the Members at any meeting of the Members or by the written consent thereto by all of the Members.

ARTICLE VII. BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of Members by the affirmative vote of all of the Members.

The Bylaws may be amended or repealed by the affirmative vote of all of the Members at a meeting of the Members, or by the written consent thereto by all of the Members.

ARTICLE VIII. LIMITATIONS

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its Members, Trustees or officers or to any private individual, but this 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 in Article III hereof. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IX. DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event of dissolution of this Corporation, the Board of

Trustees shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively for charitable, educational and scientific purposes to The Cleveland Clinic Foundation. If the The Cleveland Clinic Foundation is not then tax-exempt pursuant to Section 501(c)(3) of the Code, the assets of this Corporation that otherwise would be distributed to it shall be distributed in such manner and to such organization or organizations as are then affiliated with The Cleveland Clinic Foundation and are tax exempt pursuant to Section 501(c)(3) of the Code as the Board of Trustees shall determine. Any of the assets not so distributed shall be distributed by the circuit court in and for the courts in which the principal office of this Corporation is then located, exclusively for the aforesaid purposes of this Corporation or to such organization or organizations that are tax-exempt pursuant to Section 501(c)(3) of the Code, as said court shall determine.

ARTICLE X. INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986, as amended, shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE XI. INCORPORATOR

The name and address of the incorporator, who is a natural person of full age, is:

Robert A. Weiss, Esq.
Parker, Hudson, Rainer & Dobbs
Suite 200, 118 N. Gadsden Street
Tallahassee, Florida 32301

The powers and duties of the incorporator shall terminate upon the filing of these Articles with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has subscribed his name on this 21st day of August, 1996.

Rob

STATE OF Florida

COUNTY OF Lees

On this 21 day of August, 1996 personally appeared before me, Robert A Weiss, subscriber to the foregoing Articles of Incorporation, and acknowledged that he signed, sealed and delivered the same in his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.

Lee B Jordan



Lee B. Jordan
MY COMMISSION # CCS37300 EXPIRES
May 3, 2000
BONDED THRU TROY FARM INSURANCE, INC.

SECRET FILED STATE
DIVISION OF CORPORATIONS
95 AUG 21 PM 4:36

REGISTERED AGENT CERTIFICATE

In pursuant of the General Corporation Act of Florida, the following is submitted, in compliance with said statute:

That Cleveland Clinic Florida Hospital Naples NON PROFIT CORPORATION desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named Andrew Service Corp. of Florida, located at 201 South Biscayne Boulevard, Miami Center, Suite 2900, Miami, Florida 33131-4330, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states it is familiar with §607.325, Florida Statutes.

ANDREW SERVICE CORP. OF FLORIDA

By: _____

George R. Barry
Vice President

