

# N96000006434

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*6296-26277*

RE: Cleveland Clinic No 53615

Florida Hospital  
Comprehensive Outpatient

|                             | C.C. FEE. | DISBURSED |
|-----------------------------|-----------|-----------|
| Capital Express™            |           |           |
| Art. of Inc. File           |           |           |
| Corp. Record Search         |           |           |
| Ltd. Partnership File       |           |           |
| Foreign Corp. File          |           |           |
| ( ) Cert. Copy(s)           |           |           |
| Art. of Amend. File         |           |           |
| Dissolution/Withdrawal      |           |           |
| C U S-                      |           |           |
| Fictitious Name File        |           |           |
| Name Reservation            |           |           |
| Annual Report/Reinstatement |           |           |
| Reg. Agent Service          |           |           |
| Document Filing             |           |           |
| Corporate Kit               |           |           |
| Vehicle Search              |           |           |
| Driving Record              |           |           |
| Document Retrieval          |           |           |
| UCC 1 or 3 File             |           |           |
| UCC 11 Search               |           |           |
| UCC 11 Retrieval            |           |           |
| File No. s. Copies          |           |           |
| Courier Service             |           |           |
| Shipping/Handling           |           |           |
| Phone ( )                   |           |           |
| Top Priority                |           |           |
| Express Mail Prep.          |           |           |
| FAX ( ) pgs.                |           |           |

SUBTOTALS \_\_\_\_\_

|                                |    |
|--------------------------------|----|
| FEE.....                       | \$ |
| DISBURSED.....                 | \$ |
| SURCHARGE.....                 | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL.....                  | \$ |
| PREPAID.....                   | \$ |
| BALANCE DUE.....               | \$ |

Please remit Invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN Will Pick Up 12/13 4:00 12/18



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 13, 1996

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: CLEVELAND CLINIC FLORIDA HOSPITAL COMPREHENSIVE  
OUTPATIENT REHABILITATION FACILITY  
Ref. Number: W96000026297

We have received your document for CLEVELAND CLINIC FLORIDA HOSPITAL COMPREHENSIVE OUTPATIENT REHABILITATION FACILITY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 396A00055863

*Corrected*  
*1x*

ARTICLES OF INCORPORATION  
OF  
CLEVELAND CLINIC FLORIDA HOSPITAL  
COMPREHENSIVE OUTPATIENT REHABILITATION FACILITY  
INCORPORATED

FILED  
96 DEC 17 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME, DURATION

The name of the Corporation is "Cleveland Clinic Florida Hospital  
Comprehensive Outpatient Rehabilitation Facility Incorporated." The duration of the  
Corporation is perpetual.

ARTICLE II. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office of the Corporation in the State of Florida is at 5200 N.  
W. 33rd Avenue, Suite 109, Fort Lauderdale, Florida 33309. The name and address of  
the Corporation's registered agent is Andrew Service Corporation of Florida, 201 South  
Biscayne Boulevard, Suite 2900, Miami Center, Miami, Florida 33131.

ARTICLE III. PURPOSES, RIGHTS, AND POWERS

The Corporation is organized and shall at all times be operated exclusively for  
charitable, educational and scientific purposes, and for the benefit of, to perform the  
functions of, and/or carry out the purposes of, within the meaning of Section 509(a)(3),  
The Cleveland Clinic Foundation, and shall include the following:

- (i) to establish, own, operate, maintain and/or conduct a comprehensive outpatient rehabilitation facility that will provide permanent facilities and treatment for patients requiring comprehensive outpatient rehabilitation services;
- (ii) to carry on any educational activities related to rendering care to the sick and injured, or to the promotion of health;
- (iii) to participate in any activity designed and carried on to promote the general health of the community;
- (iv) to provide health care and rehabilitation services for sick and disabled persons;
- (v) to maintain, construct, develop and operate the aforesaid facilities with dispensaries, clinics, laboratories, pharmacies and such other services as may be appropriate for the provision of comprehensive outpatient rehabilitation services; and
- (vi) to do all things necessary or appropriate in order to accomplish the foregoing.

(b) The Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to take and hold by bequest, devise, gift, contribution, purchase, lease, or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, use, apply and dispose of any such property and to invest and reinvest in income and principal thereof; to deal with and expend the income and principal of the Corporation; and to make gifts or contributions to other entities or persons for the above purposes.

#### ARTICLE IV. MEMBERS

The membership of the Corporation shall consist of Cleveland Clinic Florida Health Care Ventures A Nonprofit Corporation. The manner of admission and qualification of new members shall be as provided in the Bylaws of the 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 the Corporation. From time to time the number of Trustees of the Corporation may be increased or decreased in accordance with the Bylaws of the Corporation, but shall be no less than three (3) in number.

The persons who shall serve until the first election of trustees are:

| <u>Name</u>           | <u>Address</u>   |
|-----------------------|--|
| Margaret Gorenssek    | Cleveland Clinic Florida<br>3000 W. Cypress Creek Road<br>Fort Lauderdale, Florida 33309   |
| Daniel J. Harrington  | The Cleveland Clinic Foundation<br>9500 Euclid Avenue<br>Cleveland, Ohio 44195             |
| Karen Henterly        | CCF Health Care Ventures, Inc.<br>9555 Rockside Road, Suite 300<br>Valley View, Ohio 44125 |
| A. Malachi Mixon, III | The Cleveland Clinic Foundation<br>9500 Euclid Avenue<br>Cleveland, Ohio 44195             |
| Harry Moon, M.D.      | Cleveland Clinic Florida<br>3000 W. Cypress Creek Road<br>Fort Lauderdale, Florida 33309   |

The number, qualifications, methods of election, terms of office, and such other provisions with respect to Trustees and officers as are not inconsistent with the express provisions of these Articles shall be as provided in the Bylaws of the Corporation; provided, however, that a majority of the Trustees shall, at all times, serve as either trustees or officers of The Cleveland Clinic Foundation.

#### ARTICLE VI. LIMITATIONS

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, Officers or any other private persons, except that the Corporation shall be authorized to pay reasonable amounts for goods and services provided and rendered to it and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.

(b) 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 or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) or (ii) by a corporation described in Section 170(c)(2), contributions to which are deductible under Section 170(a), 2055(a)(2) and/or 2522(a)(2).

(d) If the Corporation is classified as a "private foundation" within the meaning of Section 509 of the Code:

(i) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942;

(ii) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d);

(iii) the Corporation shall not retain any excess business holdings as defined in Section 4943(c);

(iv) the Corporation shall not make any investment in such manner as to subject it to tax under Section 4944; and

(v) the Corporation shall not make any taxable expenditures as defined in Section 4945(d).

#### ARTICLE VII. DISSOLUTION

The Corporation may be dissolved by the sole Member at a meeting held for the purpose of adopting a resolution of dissolution, upon the affirmative vote of the sole Member of the corporation, or without a meeting by the written consent of the sole Member of the Corporation. Upon the dissolution of the Corporation, the Board of Trustees shall, after making provision for discharge of all the liabilities and obligations of the Corporation, pay over and transfer all remaining assets of the Corporation, exclusively for the purposes of the Corporation, to The Cleveland Clinic Foundation or to one or more other charitable organizations that have purposes substantially similar to the primary purposes of the Corporation, as determined by the sole Member of the Corporation, provided that any transferee hereunder must be an organization that is exempt from federal income tax under Section 501(c)(3).

ARTICLE VIII. INTERNAL REVENUE CODE SECTIONS

Unless otherwise indicated, all references to "Sections" contained herein are references to Sections of the Internal Revenue Code of 1986, as amended from time to time, and to the corresponding provisions of any similar Federal law subsequently enacted.

ARTICLE IX. 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 X. INCORPORATOR

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

NAME:

ADDRESS:

Lynn S. Berner

The Cleveland Clinic Foundation  
9500 Euclid Avenue  
Cleveland, Ohio 44195

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 16  
day of December, 1996.

Lynn S. Berner  
Lynn S. Berner

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF CUYAHOGA )

On this 16th day of December, 1996, personally appeared before me,  
Lynn S. Berner, subscriber to the foregoing Articles of Incorporation of Cleveland Clinic  
Florida Hospital Comprehensive Outpatient Rehabilitation Facility Incorporated, and  
acknowledged that he signed, sealed and delivered the same as his voluntary act and  
deed.

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

Leslie A. Gietano  
Notary Public

LESLIE A. GIETANO  
Notary Public - State of Ohio  
Cuyahoga County, Ohio  
My Commission Expires On  
February 26, 2001

**REGISTERED AGENT CERTIFICATE**

FILED  
96 DEC 17 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 617 of the Florida Statutes, the following is submitted, in compliance with said chapter:

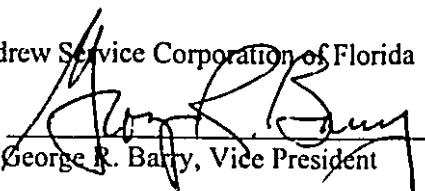
The Cleveland Clinic Florida Hospital Comprehensive Outpatient Rehabilitation Facility Incorporated, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, has named Andrew Service Corporation of Florida, 201 South Biscayne Boulevard, Suite 2900, Miami Center, Miami, Florida 33131, 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 chapter relative to keeping open said office, and further states that it is familiar with Section 617.0501, Florida Statutes.

Andrew Service Corporation of Florida

By:

  
George R. Barry, Vice President

Dated: December 16, 1996