

# N9800002226

Natalie Sims  
Requestor's Name  
PO Box 10269  
Address  
Tall Fx 32302 224-6496  
City/State/Zip Phone #

Office Use Only

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

1. Dade Co. Medical Foundation, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time Mon 4-20

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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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

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

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

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
DADE COUNTY MEDICAL FOUNDATION, Inc.  
A FLORIDA NONPROFIT CORPORATION

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ARTICLE ONE

**Name**

The name of the Corporation is Dade County Medical Foundation, Inc.

ARTICLE TWO

**Principal Office and Address**

The address of the principal office of the corporation is 1501 N.W. North River Drive, Miami, Florida.

ARTICLE THREE

**Duration**

The term of existence of the Corporation is perpetual.

ARTICLE FOUR

**Purpose**

The purposes for which the Corporation is organized are:

- (1) The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply 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.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's 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. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(3) 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, or corresponding provisions of any subsequent federal tax laws.

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

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

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

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

(8) 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 the Regulations as they now exist or as they may hereafter be amended.

(9) 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 (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 Circuit Court of the Eleventh Circuit, in and for Dade County, exclusively for such purposes or to such organization or

organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE FIVE

### **Members**

The members of the Board of Trustees of the Dade County Medical Association, Inc., as from time to time constituted, shall, by virtue of such position, be the sole members of this Corporation.

## ARTICLE SIX

### **Directors**

The affairs of the Corporation shall be managed by a board of directors. The directors shall be members of the Corporation. The method of election of the directors of the Corporation is set forth in the bylaws. Until the first annual meeting of the members of the Corporation, the business of the Corporation shall be managed by the Board of Directors of the Dade County Medical Association, Inc., as and constituting the first board of directors of the Corporation. The respective terms of offices of such first board of directors shall commence upon filing these articles with the Secretary of State in Tallahassee, Florida.

## ARTICLE SEVEN

### **Registered Office and Agent**

The initial registered office of the Corporation shall be located at 1501 N.W. North River Drive, Miami, Florida 33125. The initial registered agent of the Corporation at that address shall be Patricia C. Handler.

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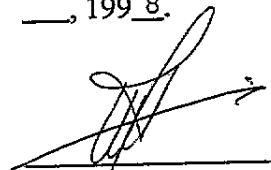
## ARTICLE EIGHT

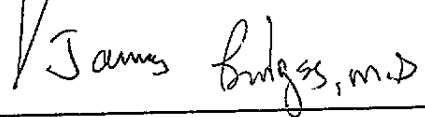
### **Incorporators**


The names and addresses of the incorporators are:

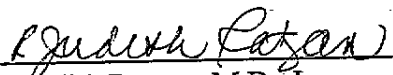
Name	Address
Miguel A. Machado, M.D. President	3659 S. Miami Avenue, Suite 5008 Miami, Florida 33133
James W. Bridges, M.D. President-Elect	1190 N.W. 95th Street, Suite 110 Miami, Florida 33150
Robert I. Goldberg, M.D. Vice President	Mt. Sinai Medical Center 4300 Alton Road Miami Beach, Florida 33140
R. Judith Ratzan, M.D. Secretary	The Mount Sinai Comprehensive Medical Center 4306 Alton Road Miami Beach, Florida 33140
Mark A. LaPorta, M.D. Treasurer	1175 - 71st Street Miami Beach, Florida 33140
Paul A. Gluck, M.D. Immediate Past President	8950 N. Kendall Drive, Suite 507 Miami, Florida 33176

IN WITNESS WHEREOF, we have subscribed our names this 23rd day of March  
1998.

  
Miguel A. Machado, M.D., Incorporator

  
James W. Bridges, M.D., Incorporator

  
Robert I. Goldberg, M.D., Incorporator

  
R. Judith Ratzan, M.D., Incorporator

  
Mark A. LaPorta, M.D., Incorporator

  
Paul A. Gluck, M.D., Incorporator

This instrument was prepared by John Knight, FMA General Counsel whose address is

123 S. Adams Street, Tallahassee, Florida 32301

## DADE COUNTY MEDICAL FOUNDATION, INC.

DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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.

Stacia Handler

Signature/Registered Agent

April 9, 1998

Date

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