

CAPITAL CONNECTION, INC.

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Pulmonary Hypertension
Association, Inc.

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Signature

Requested by:

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Name

Date

Time

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

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ARTICLES OF INCORPORATION

OF

PULMONARY HYPERTENSION ASSOCIATION, INC.

We, the undersigned, with other persons, being desirous of forming a corporation for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, under the provisions of Chapter 617 of the Florida Statutes, do hereby agree to the following:

ARTICLE I.

NAME OF THE CORPORATION

The name of this corporation is:

PULMONARY HYPERTENSION ASSOCIATION, INC.

ARTICLE II.

PURPOSES

The general nature of the objects and purposes of this corporation shall be:

2.1. To increase awareness of pulmonary hypertension among physicians who can aid in early detection, and among individuals; to organize national, regional, and local chapters; to encourage

and promote research of pulmonary hypertension; to educate the public; to voice the needs of those with pulmonary hypertension.

2.2. To promote and provide guidance, education, enlightenment, and counseling to those suffering from pulmonary hypertension.

2.3. The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3), and to obtain contributions and/or gifts which are deductible pursuant to Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under that code.

2.4. The purposes for which this corporation is formed are not for financial gain, and no financial gain shall ever accrue to any member of this corporation, nor any other person or institution in the conduct of same, but any receipts of this corporation in excess of the expenses of operating and maintaining same shall be applied by the Trustees to carry out the purpose of this corporation or any other non-profit tax-exempt charitable organization, as they in their judgment may deem wise.

2.5. The foregoing purposes shall be construed as both objects and powers, and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation. Exclusively for the pursuit of its charitable and educational purposes, and for no other purpose, the corporation shall have all the powers granted to it by Section 613.0302 of the Florida Statutes, or the corresponding section of any successors statutes.

2.6. Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III.

MEMBERSHIP

3.1. The sole class of members of this corporation shall be its trustees.

3.2. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally

liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

3.3. Membership shall not be transferable.

ARTICLE IV.

CORPORATE EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V.

SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

<u>Name</u>	<u>Address</u>
AUSTIN CARR	1048 Ibis Avenue Miami Springs, FL 33166
LINDA CARR	1048 Ibis Avenue Miami Springs, FL 33166
CHARLES O. MORGAN, JR.	4565 Sabal Palm Road Miami, FL 33137

ARTICLE VI.

OFFICERS

6.1. The officers of this corporation shall be a President, a Vice-President, a Treasurer, a Secretary, an Executive Director,

and such other assistant or administrative officers as may be determined by the Board of Trustees from time to time as provided in the Bylaws.

6.2. The Board of Trustees shall appoint the officers, and the officers shall serve at the pleasure of the Board of Trustees; provided, however, that any person dealing with the corporation shall be entitled to rely upon any documents signed on behalf of the corporation by its President, Vice-President, or Executive Director, with its corporate seal thereto affixed and attested by its Secretary.

ARTICLE VII.

BOARD OF TRUSTEES

The management and control of the corporation shall be vested in the Board of Trustees whose number, powers, functions, jurisdiction, duties and responsibilities shall be as follows:

7.1. There shall not be less than three (3) Trustees initially. The minimum number of Trustees may be increased in accordance with the needs of the corporation as determined from time to time by the Board of Trustees, but shall never be less than three (3).

7.2. Each member of the Board of Trustees shall be a member of the corporation.

7.3. Members of the Board of Trustees shall be elected and hold office in accordance with the Bylaws.

7.4. The initial Trustees, as set forth herein, shall be deemed to have been set in office as of the time these Articles are approved and filed by the Secretary of State of the State of Florida. These Trustees shall serve until the next annual election of Trustees and until their successors shall have qualified or until their earlier resignation, removal or death. Members of the Board of Trustees shall be elected and hold office in accordance with the Bylaws. The names and addresses of the persons who are to serve as Trustees for the ensuing year, or until the first annual meeting of the corporation, are:

<u>Name</u>	<u>Address</u>
LINDA CARR	1048 Ibis Avenue Miami Springs, FL 33166
BONNIE DUKART	1714 Benjamin Drive Ambler, PA 19002
GARY DUKART	1714 Benjamin Drive Ambler, PA 19002
DAVID GUNN	1913 Knickerbocker Road San Angelo, TX 76904
GERALD PATON	14459 Sandwedge Drive Indiantown, FL 34956
ED SIMPSON	84 Bandy Drive Holiday Island, AR 72631

JUDY SIMPSON

84 Bandy Drive
Holiday Island, AR 72631

MICHAEL SZCZEPKOWSKI

129 Polo Drive
North Wales, PA 19454

CAROL WILSON

10018 Paseo de la Masada
Tucson, AZ 85747

ARTICLE VIII.

BYLAWS

8.1. The Board of Trustees of this corporation may provide such Bylaws of the conduct of this business and the carrying out of its purposes as they may deem necessary from time to time.

8.2. Upon proper notice any of the Bylaws, may be amended, altered, or rescinded by a majority vote of those members of the Board of Trustees present at any regular or any special meeting called for that purpose.

ARTICLE IX.

AMENDMENTS

9.1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds (2/3) vote of those present.

9.2. Amendments may also be made at regular meetings of the membership upon notice given, as provided in the Bylaws, of intention to submit such amendments.

ARTICLE X.

REGISTERED OFFICE AND REGISTERED AGENT

10.1. The principal office of this corporation is to be located at 1313 Ponce de Leon Boulevard, #200, Coral Gables, Florida 33134.

10.2. The name and business address of this corporation's registered agent is CHARLES O. MORGAN, JR., 1300 Northwest 167th Street, Miami, Florida 33169.

ARTICLE XI.

NON-PROFIT STATUS

11.1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

11.2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise acting to influence legislation, and the corporation shall not influence in any political campaign in favor of or in opposition to any candidate for public office.

ARTICLE XII.

POWERS

To the end that the foregoing purposes and any other related religious and charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said charitable and educational purposes, this corporation shall have the power to:

12.1. Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the Trustees; to receive donations, gifts, and endowments, and to administer to same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for religious, educational, literary and charitable purposes and not for pecuniary profit of the members.

12.2. Formulate and adopt Bylaws and to alter and rescind the same, provided, however, that said Bylaws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.

12.3. And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

12.4. Notwithstanding anything contained herein to the contrary, the powers of this corporation are expressly limited to those of any organization described in Section 501(c) (3) of the Internal Revenue Service.

ARTICLE XIII.

MEETINGS

13.1. The annual meeting for the election of members of the Board of Trustees shall be held as may be provided in the Bylaws.

13.2. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of such meetings.

13.3. The percentage of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the Bylaws.

ARTICLE XIV.

DISTRIBUTION OF ASSETS UPON DISSOLUTION

14.1. This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of the Board of Trustees. In the event of such dissolution, the Board of Trustees shall, after paying or making provision for paying 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, to such organization or organizations organized and operated exclusively for charitable and educational 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 provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, if Miami-Dade County is then the location of the principal office of the corporation, or by Circuit Court (or equivalent thereof) or county in which the principal office of the corporation is then located, exclusively

for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

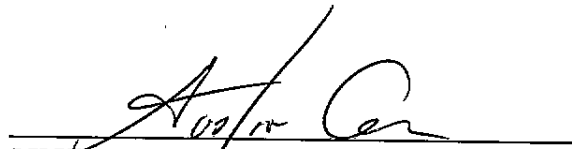
14.2. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to such organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government exclusively for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE XV.


DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private individual, except for reasonable compensation for services actually rendered.

IN WITNESS WHEREOF, we, the undersigned, being the incorporators herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 15th day of June, 1998.


AUSTIN CARR


LINDA CARR



CHARLES O. MORGAN, JR.

STATE OF FLORIDA)
 ss:
COUNTY OF MIAMI-DADE)

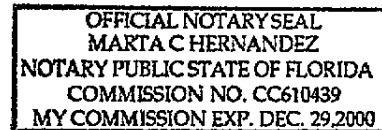
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared AUSTIN CARR, to me well known to be the person described in as an incorporator and who executed

the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year aforesaid.




Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____



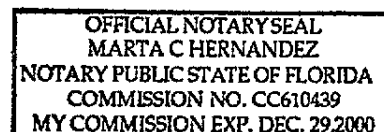
STATE OF FLORIDA)
 ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared LINDA CARR, to me well known to be the person described in as an incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year aforesaid.



Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____

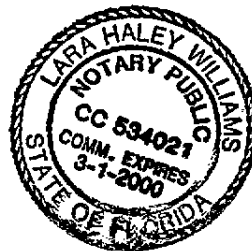


STATE OF FLORIDA)
 ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared CHARLES O. MORGAN, JR., to me well known to be the person described in as an incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year aforesaid.

Lara Haley Williams
Notary Public, State of Florida
Print Name: LARA HALEY WILLIAMS
My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **PULMONARY HYPERTENSION ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, Florida, has named **CHARLES O. MORGAN, JR.**, located at 1300 Northwest 167th Street, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above signed corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: 
Resident Agent

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