

N 98000004981

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PLEASE REPLY TO:

August 26, 1998

Fort Lauderdale  
Direct Line: (954) 847-3305

via Federal Express

State of Florida  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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-08/27/98--01048--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Heart of Broward Foundation Corp.  
Our File: 88-446D

Dear Sirs/Mesdames:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, with the Registered Agent Form incorporated therein. Also enclosed is a check in the amount of \$70.00 to cover the filing fees as follows:

Filing Fee:	\$35.00
Registered Agent Fee	\$35.00
<b>TOTAL</b>	<b>\$70.00</b>

Please return a date-stamped copy of these Articles of Incorporation to this office to the attention of the undersigned in the envelope provided.

Thank you for your attention to this matter.

*Linda* — GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Deleticentral*  
DATE *8-21-98* Art.  
DOC EXAM *mm* VIII

Very truly yours,  
*Linda R. Spaulding*  
LINDA R. SPAULDING  
For the Firm

LRS/hmo (305)  
Enclosures

cc: Wil Trower, President/CEO  
Patricia L. Mahaney, Chief Financial Officer

FILED  
98 AUG 27 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

HEART OF BROWARD FOUNDATION CORP.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I

NAME

The name of the Corporation is HEART OF BROWARD FOUNDATION CORP.

ARTICLE II

ADDRESS

The initial principal office and mailing address of the Corporation shall be:

303 Southeast 17th Street  
Fort Lauderdale, Florida 33316.

ARTICLE III

PURPOSES

Section 3.1. The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States revenue statute (the "Code"), and for the following specific purposes:

A. To develop a plan for a center of cardiac excellence to be owned by the North Broward Hospital District, which is a special taxing district of the State of Florida and an exempt organization under Section 501(c)(3) of the Code.

B. To raise funds for cardiac programs and facilities at the North Broward Hospital District;

C. To develop and provide cardiac health education programs for the community and health care professionals;

HEART OF BROWARD FOUNDATION CORP.  
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D. To promote research in cardiac prevention and care;

E. To conduct any and all lawful affairs and business for which corporations may be organized and operated under the Florida Not For Profit Corporation Act as exempt organizations under Section 501(c)(3) of the Code, consistent with the provisions of this Article III; and

Section 3.2. Notwithstanding the foregoing or any other provision of the Articles or Bylaws of the Corporation:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member of the Corporation or the Corporation's directors or officers, or any other private persons, except that the 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 above.

B. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted pursuant to an election made under Section 501(h) of the Code, 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; and

C. The Corporation shall not carry on any activities not permitted to be carried on (a) by an exempt organization under Section 501(c)(3) of the Code, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall commence its existence with the filing of the Articles. The Corporation shall exist perpetually, unless dissolved according to law.

HEART OF BROWARD FOUNDATION CORP.  
Articles of Incorporation

ARTICLE V

MEMBERSHIP

The Corporation shall have only one member, which shall be the North Broward Hospital District Charitable Foundation, Inc. If the North Broward Hospital District Charitable Foundation, Inc. shall cease to exist, then the sole member shall be the North Broward Hospital District, a political subdivision of the State of Florida.

ARTICLE VI

NONSTOCK BASIS

The Corporation is organized on a nonstock basis.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

633 South Federal Highway, 8th Floor  
Fort Lauderdale, FL 33001

The name of the initial registered agent of the Corporation at the above-specified address shall be:

William R. Scherer

ARTICLE VIII

DIRECTORS

Section 8.1. The business of this Corporation shall be conducted and managed by a Board of Directors, consisting of not less than eight (8) and not more than twenty-one (21) Directors. The Board shall consist of twenty-one (21) Directors and shall be selected by the Incorporators at the organizational meeting. The number of Directors may be increased or decreased from time to time, as provided in the Bylaws of the Corporation. The qualifications, time and place of appointment and term of office of each Director shall be as provided for in the Bylaws. The Board of Directors shall be appointed by the Member according to procedures set forth in the Bylaws.

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Section 8.2. The officers of this Corporation shall consist of a President, Vice President, Secretary and Treasurer, and such other officers and agents as may be provided for by the Bylaws of the Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.

Section 8.3. The Member may remove a Director from office at any time during the Director's term with or without cause.

**ARTICLE IX**

**INCORPORATORS**

The name and address of the incorporators of the Corporation, who are signing the Articles of Incorporation, are as follows:

Ana I. Gardiner  
303 Southeast 17th Street  
Fort Lauderdale, Florida 33316.

Wil Trower  
303 Southeast 17th Street  
Fort Lauderdale, Florida 33316.

**ARTICLE X**

**BYLAWS**

The Bylaws of the Corporation are to be adopted by the Member of the Corporation, and may be amended only by the Member.

**ARTICLE XI**

**AMENDMENTS**

These Articles of Incorporation may be amended only by the Member.

**ARTICLE XII**

**DISSOLUTION**

On dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to the North Broward Hospital District Charitable Foundation, Inc., if it is then an organization described in Section 501(c)(3) of the Code.

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If the North Broward Hospital District Charitable Foundation, Inc. is not then in existence, or does not so qualify, then to the North Broward Hospital District, if it is then an organization described in Section 501(c)(3) of the Code or a political subdivision of the State of Florida as described in Section 170(c)(1) of the Code. If the North Broward Hospital District is not then in existence, or does not so qualify, then to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and has established its tax-exempt status under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned Incorporators have made and subscribed to the Articles, in the City of Fort Lauderdale, County of Broward, State of Florida, on this 26<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
ANA I. GARDINER

  
\_\_\_\_\_  
WILL TROWER

DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT OF  
HEART OF BROWARD FOUNDATION CORP.

Pursuant to Sections 48.091 And 617.0501 of the Florida Statutes (1995), Heart of Broward Foundation Corp., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 633 South Federal Highway, 8th Floor, Fort Lauderdale, Florida 33301, has named William R. Scherer, located thereat, as its registered agent and to accept service of process in the State of Florida.

  
ANA I. GARDINER

  
WIL TROWER

Having been named as the registered agent and to accept service in the State of Florida for the above-named corporation at the location designated herein, I hereby accept the appointment 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.

DATED THIS 26<sup>th</sup> DAY OF August, 1998.

  
WILLIAM R. SCHERER

FILED  
98 AUG 27 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA