

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

MUSCULOSKELETAL RESEARCH FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
MUSCULOSKELETAL RESEARCH FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME

The name of this corporation shall be MUSCULOSKELETAL RESEARCH FOUNDATION, INC. ("Corporation").

ARTICLE II

PURPOSES

The purpose of this corporation is to promote medical research, evaluate proposed projects from ethical and medical points of view, assist investigators, monitor the progress of research studies, determine appropriate funding at its most appropriate level, and encourage pilot projects in order to facilitate major funding from other regional or national research institutions or foundations.

The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.¹

¹Unless otherwise noted, all references are to the Internal Revenue Code of 1954, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws.

Howard W. Gordon, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
Tel. 305-789-9200
Florida Bar No. 099500

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ARTICLE III

CORPORATE OFFICE

The principal office and mailing address of the Corporation is 5000 University Drive, Coral Gables, Florida 33146.

ARTICLE IV

MEMBERSHIP

Membership in the Corporation is divided into two classes, one class to be known as the directors, and the other class to be known as general members. The directors shall be the members of this Corporation with the sole voting power in the management, control and operation of the Corporation. Collectively, the directors shall constitute the Board of Directors.

General members of this Corporation may be natural persons, corporations, foundations or other legal entities, including governmental bodies, and such members may be admitted to the Corporation by a majority vote of the Board of Directors. The directors may establish categories of general membership. The conditions and regulations of general membership and the rights and other privileges of the various categories of general membership in the Corporation shall be determined by the directors.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber is:

Howard W. Gordon
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131

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ARTICLE VII

OFFICERS

The policies and operations of this Corporation shall be executed by a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors at its annual meeting to be held at such time and place as shall be prescribed by the Bylaws.

ARTICLE VIII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors to be not less than three members; but it may be comprised of any number in excess thereof. Directors will be elected by a majority vote of the existing Board of Directors. The initial Board of Directors, who are to serve until the first election thereof, are:

Keith S. Hechtman, M.D. 5000 University Drive, Coral Gables, Florida 33146

John J. Jennings, M.D. 5000 University Drive, Coral Gables, Florida 33146

Richard J. Levitt, M.D. 5000 University Drive, Coral Gables, Florida 33146

Joseph S. Mensch, M.D. 5000 University Drive, Coral Gables, Florida 33146

John W. Uribe, M.D. 5000 University Drive, Coral Gables, Florida 33146

Augusto Sarmiento, M.D. 5000 University Drive, Coral Gables, Florida 33146

ARTICLE IX

REGISTERED AGENT

The initial registered office of the Corporation is Howard W. Gordon, and the initial registered agent of the Corporation at that address is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

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ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner: The Board of Directors may amend the Articles of Incorporation by a majority vote of the Board. Said amendment of the Articles of Incorporation shall be adopted by a majority vote of the Directors present and voting at a special meeting called for that purpose, provided notice of the proposed amendment has been forwarded to each Director not less than fifteen (15) or more than thirty (30) days prior to the meeting at which the amendment is to be voted upon.

ARTICLE XI

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 as set forth herein.

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 provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2).

ARTICLE XII

DISPOSITION OF ASSETS

In the event of 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 by transfer to such organizations under Section 501(c)(3) as are engaged in charitable law enforcement oriented activities, 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 county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

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IN WITNESS WHEREOF, we, the undersigned, being all of the subscribers of the Corporation, have set our hands and seals this 12 day of November, 1998.



Howard W. Gordon, Incorporator

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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

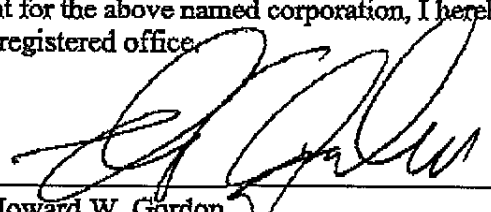
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

MUSCULOSKELETAL RESEARCH FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Howard W. Gordon as its registered agent and 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Howard W. Gordon

(Registered Agent)

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TALLAHASSEE, FLORIDA

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