

# N98000007225

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500002717685--3  
-12/21/98--01086--018  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** HEART AWARENESS FOUNDATION, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** GREGORY J. LEWIS  
Name (Printed or typed)

3100 NORTH OCEAN BLVD.  
Address

FORT LAUDER DALE FLORIDA  
City, State & Zip

(924) 735-5698  
Daytime Telephone number

98 DEC 21 AM 9:05

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 DEC 21 AM 9:05

FOR

HEART AWARENESS FOUNDATION, INC.

The undersigned subscribers, a majority of whom are citizens of the United States, desiring to form a NON-PROFIT CORPORATION under the State of Florida NOT FOR PROFIT CORPORATION ACT, Chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Heart Awareness Foundation, Inc. (hereinafter referred to as the "Foundation").

ARTICLE II

The principle place of business and the mailing address of this corporation shall be:

3100 North Ocean Boulevard  
Fort Lauderdale, FL 33308

ARTICLE III

The specific purposes for which the corporation is organized are exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations under section 501 ©(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE IV

The Board of Directors shall be comprised of three (3) to fifteen (15) individuals as the Board may determine. The names and addresses of the members of the first Board of Directors of the Foundation (which shall be three), who shall hold office until the first election thereafter are as follows:

Gregory J. Lewis      3100 North Ocean Blvd.      Ft. Lauderdale, FL 33308

Richard Foldy      11501 NW 41<sup>st</sup> Street      Sunrise, FL 32323

E. Victoria Lewis      3100 North Ocean Blvd.      Ft. Lauderdale, FL 33308

Directors shall be elected from the membership of the Foundation at the annual meeting of the Membership as provided in the By-Laws of the Foundation. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

If a Director shall for any reason cease to be a Director, the remaining Directors may elect a successor Director to fill the vacancy for the balance of the expired term.

Membership is provided for in the By-Laws of the Foundation.

#### ARTICLE V

The corporate powers of this corporation are as provided in section 617.0303, Florida Statutes, but are limited as follows:

No part of the net earnings of the corporation shall inure to the benefit of, nor be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth in Article Three hereof. 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. Notwithstanding any other provisions of the articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 ©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by corporation, contributions to which are deductible under section 179 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE VI

The name and street address of the initial registered agent is:

Gregory J. Lewis  
3100 North Ocean Blvd.  
Ft. Lauderdale, FL 33308

ARTICLE VII

The names and street addresses of the incorporators for these Articles of Incorporation are:

Gregory J. Lewis	3100 North Ocean Blvd.	Ft. Lauderdale, FL 33308
Richard Foldy	11501 NW 41 <sup>st</sup> Street	Sunrise, FL 32323
E. Victoria Lewis	3100 North Ocean Blvd.	Ft. Lauderdale, FL 33308

ARTICLE VIII

THE Foundation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

The officers of the Foundation, in accordance with applicable provisions of the By-Laws shall be elected by the Board of Directors for a term, the duration of which shall be one year, to be extended until qualified successors are duly elected and have taken office.

The names of the first officers of the Foundation, who shall hold office until successors are duly elected and have taken office, shall be as follows:

Gregory J. Lewis	President
Richard Foldy	Vice-President
E. Victoria Lewis	Secretary/Treasurer

ARTICLE IX

The By-Laws of the Foundation shall be made, altered, rescinded, and adopted by the Board of Directors.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by a majority of the members of the Board of Directors of the Foundation holding 30% (thirty percent) of the vote of the Members. These Articles may be amended at any annual meeting of the Foundation, or at any special meeting duly called and held for such purpose when a quorum is present in person or by proxy by the affirmative vote of not less than 66 2/3% (sixty-six and two-thirds percent) of the Membership of the Foundation.

## ARTICLE XI

THE Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Foundation, against expenses (including attorneys' fees and appellate attorneys' fees), judgements, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he unreasonably believed to be in, or not opposed to, the best interests of the Foundation; and, with respect to any criminal action or proceeding, that he had no reasonable cause to believe his conduct was unlawful; and (b) such court further specifically determines that indemnification should be denied the termination of any action suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to be best interests of the Foundation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

To the extent that a director, officer, employee or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to hereinabove or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under the first paragraph of this ARTICLE XI (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth hereinabove. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit

or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members of the Foundation.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Foundation as authorized in this ARTICLE XI.

The indemnification provided by this Article shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving, at the request of the Foundation, as a Director, officer, employee or agent.

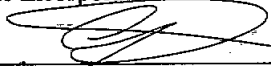

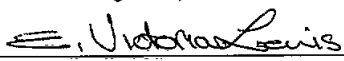
#### ARTICLE XII

This Corporation shall exist perpetually, unless sooner dissolved according to law. In the event of dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to the state or local government, for a public purpose. Any such assets not so disposed of by a Court of Competent Jurisdiction 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.

The undersigned incorporators have executed these Articles of Incorporation this

TENTH day of DECEMBER 1998.

Signatures of the Incorporators:

Gregory J. Lewis

Richard Foldy

E. Victoria Lewis

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

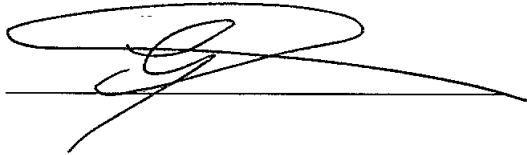
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is *Heart Awareness Foundation, Inc.*
2. The name and address of the registered agent and office is:

Gregory J. Lewis  
3100 North Ocean Blvd.  
Fort Lauderdale, FL 33308

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.

SIGNATURE:



DATE:

12.18.98



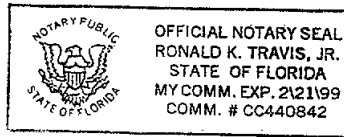
STATE OF FLORIDA  
COUNTY OF BROWARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared *Gregory J. Lewis*, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and I have first made known to him the contents of said Certificate, he did acknowledge that he signed, sealed and delivered the same as his act and deed, and deposited that the facts therein stated were truly set forth.

WITNESS my hand and official seal, this 18 day of December, 1998.

*Ronald K. Travis, Jr.*  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: 2/21/99



FILED  
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DIVISION OF CORPORATIONS  
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