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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Florida Children's Heart Foundation Inc.

- ☐ Walk In  
☐ Mail Out  
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7-2-99

- ☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ ARTICLES ONLY  
☐ ALL CHARTER DOCUMENTS

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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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 JUL -7 PM 12:48

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

ajc 7/7

ARTICLES OF INCORPORATION  
OF  
FLORIDA CHILDREN'S HEART FOUNDATION, INC.  
(A Corporation Not-for-Profit)

FILED  
99 JUL -7 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I.  
NAME

The name of the corporation shall be FLORIDA CHILDREN'S HEART FOUNDATION, INC.

ARTICLE II.  
ADDRESS

The street address of the corporation is 16501 Lonesdale Place, Tampa, Florida 33624 and the mailing address of the corporation is Post Office Box 26442, Tampa, Florida 33623.

ARTICLE III.  
DURATION AND EFFECTIVE DATE

EFFECTIVE DATE  
7-2-99

The corporation shall have perpetual existence and shall be effective as of July 2, 1999.

ARTICLE IV.  
PURPOSES

Said corporation is organized exclusively for charitable, religious, education, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V.  
POWERS

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

(a) 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 set forth in Article IV 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 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) No member, trustee, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Trustees 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 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 such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, 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.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE VI. MEMBERSHIP

(a) This corporation shall be organized on a nonstock basis and shall not issue shares of stock.

(b) Those persons who make contributions to this corporation shall be eligible for membership in this corporation. Each such person approved by the Board of Trustees, in accordance with the Bylaws, shall be automatically admitted as a member of this corporation for the fiscal year of the corporation in which a contribution is made. The Board of Trustees, in accordance with the Bylaws, may expel members.

(c) All members shall have the same rights and privileges and each member shall be entitled to one (1) vote on all corporate matters requiring a vote of the membership, provided that members shall not be entitled to elect the Trustees. Except as otherwise provided by law, the members in attendance at any duly called meeting shall constitute a quorum and the majority vote of the members in attendance shall govern as to all matters requiring a vote of the membership.

#### ARTICLE VII. BOARD OF TRUSTEES

Control of the affairs of the corporation shall initially be vested in the Board of Trustees consisting of not less than three

(3) Trustees, who shall be elected on an annual basis, but the term of office of any member of the Board of Trustees may be for a period of more than one (1) year as provided in the Bylaws. The number of Trustees may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Trustees. The Board of Trustees shall be a self-perpetuating body and new trustees shall be elected by ongoing trustees at their annual meeting. Vacancies on the Board of Trustees shall be filled by a majority vote of the remaining members of the Board, whether or not then a quorum. Any member of the Board of Trustees elected by the Board of Trustees to fill a vacancy shall hold office until the next annual meeting of the Board of Trustees. Each member of the Board of Trustees need not be a member of the corporation as a condition precedent to election or appointment to the Board except as otherwise provided in the Bylaws. The Board of Trustees may be organized into one (1) or more separate categories of Trustees as provided in the Bylaws. The names and addresses of the first members of the Board of Trustees who shall serve until their successors are duly elected and qualified are:

Jennifer Blagg  
16501 Lonesdale Place  
Tampa, FL 33624

Philip Adler, M.D.  
16501 Lonesdale Place  
Tampa, FL 33624

Linda Tillotson  
16501 Lonesdale Place  
Tampa, FL 33624

Denise Valenti  
16501 Lonesdale Place  
Tampa, FL 33624

Thomas Edwards, M.D.  
16501 Lonesdale Place  
Tampa, FL 33624

#### ARTICLE VIII. INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Trustees, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

#### ARTICLE IX. BYLAWS

The Board of Trustees shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE X.  
REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701 and the registered agent shall be Tom B. Smith, Esquire.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XI.  
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Trustees and such amendments may be proposed and adopted in the manner provided in the Bylaws.

ARTICLE XII.  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Tom B. Smith, Esquire, 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 6<sup>th</sup> day of July, 1999.

  
\_\_\_\_\_  
TOM B. SMITH, Incorporator

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby agree to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of §617.0501, Florida Statutes.

  
\_\_\_\_\_  
TOM B. SMITH, Registered Agent

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