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July 29, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Attn: Carolyn Batten

Re: Latin Society of Pediatric Cardiology, Incorporated

Dear Ms. Batten:

Enclosed please find an original and one copy of the Articles of Incorporation for Latin Society of Pediatric Cardiology Incorporated. Our check in the amount of \$78.75 was previously provided. Kindly file the Articles and return a certified copy to the undersigned.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



TEDDY L. MONTOTO

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encl.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 23, 1999

TEDDY L. MONTOTO, ESQ.
7721 S.W. 62ND AVE., 1ST. FLOOR
SOUTH MIAMI, FL 33143

SUBJECT: LATIN SOCIETY OF PEDIATRIC CARDIOLOGY
Ref. Number: W99000016977

We have received your document for LATIN SOCIETY OF PEDIATRIC CARDIOLOGY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 599A00037712

ARTICLES OF INCORPORATION

LATIN SOCIETY OF PEDIATRIC CARDIOLOGY INCORPORATED

(a corporation not for profit)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida:

1. **Name:** The name of this corporation is Latin Society of Pediatric Cardiology Incorporated.

2. **Principal Office and Mailing Address:** The address of the principal office and mailing address of the corporation is:

c/o University of Miami School of Medicine
Jackson Memorial Medical Center
East Tower, Room 5043
Miami, Florida 33136

P.O. Box 016960 (R-76)
Miami, Florida 33101

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

3. **Purpose.** This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. Such purposes shall include, but not be limited to help in the organization of the next world congress of Pediatric Cardiology tentatively scheduled for September of the year 2000, but shall be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions

carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire receive and hold by bequest, devise, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law, and

(3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations

set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, or to the federal, state or local government for exclusively public purposes.

4. **Members:** Qualifications of members and the manner of their admission shall be prescribed by the Bylaws of the Corporation. The Corporation may have two or

more classes of members including regular voting members, nonvoting members, and honorary members, as well as such other classes of members, as may be determined under the Bylaws.

5. **Term of Existence:** This corporation is to exist perpetually.

6. **Directors:** This corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than three (3). Directors shall be elected as provided by the bylaws.

The names and addresses of the initial Board of Directors who shall serve only until the first annual meeting of Directors are:

Pedro L. Ferrer, M.D.
c/o University of Miami School of Medicine
Jackson Memorial Medical Center
East Tower, Room 5043
Miami, Florida 33136

Dr. Icaro Leandro de Macedo
Aptado 7524, Zona 5
Panama, Panama C.A.

Dr. Edmar Atik
Rua 13 de Maio, 1954 cj. 71
Sao Paulo 01327, Brazil

Dr. Pedro Antonio Sanchez
Av. Filipinas, 1-2 B
Madrid 28003, Spain

7. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Teddy L. Montoto, Esq.
7721 S.W. 62nd Ave., Ste. 101
South Miami, Florida 33143

8. **Incorporator(s).** The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation (is) (are):

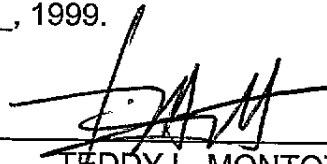
Name

Address

Teddy L. Montoto
Incorporator/Reg. Agent

7721 S.W. 62nd Ave., Ste. 101
South Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation this 29 day of July, 1999.


TEDDY L. MONTOTO
(Incorporator)

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Latin Society of Pediatric Cardiology,
Incorporated the undersigned accepts such appointment, agrees to act in such capacity
and accepts the obligations imposed by Florida Statutes Section 617.023.


Teddy L. Montoto, Reg. Agent

STATE OF FLORIDA:

COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared Teddy L. Montoto,
Esq. to me known to be the person who executed the foregoing Articles of Incorporation
as Registered Agent and Incorporator, respectively, and they acknowledged to and before
me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29 day of July, 1999.


NOTARY PUBLIC, State of Florida

My commission expires:

(Seal)



Rolando Andrade
MY COMMISSION # CG733485 EXPIRES
May 3, 2002
BONDED THRU TROY FAIN INSURANCE, INC.