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* Florida Board Certified in
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LAKELAND OFFICE

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February 4, 1998

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Corporations Division

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-02/06/98--01012--006
*****70.00 *****70.00

Re: Central Florida Kidney Center, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the amendment of the Articles of Incorporation of the corporation, I have enclosed the following:

1. An original and executed copy of Amended and Restated Articles of Incorporation of Central Florida Kidney Center, Inc. Among other things, the amendment to the Articles changes the name of the organization to Central Florida Kidney Centers, Inc.

2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

Please endorse your approval of the Amended and Restated Articles of Incorporation on the signed copy and return it to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

Thank you for your assistance.

Sincerely,

Jeffrey M. Koltun

JMK:kt
Enclosures

cc: Ms. Maureen Michael

FILED
98 FEB - 6 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA KIDNEY CENTER, INC.**

FILED
98 FEB - 6 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, the following constitutes the Amended and Restated Articles of Incorporation of Central Florida Kidney Center, Inc. (the "Corporation"):

Section 1 - Name and Background

Central Florida Kidney Center, Inc. is a corporation not for profit organized and existing under the laws of the State of Florida. The Certificate of Incorporation of Central Florida Kidney Center, Inc. was filed with the State of Florida, Department of State, on June 1, 1973.

Section 2 - Adoption and Text of Amended and Restated Articles of Incorporation

Pursuant to the provisions of Section 617.1007(3), Florida Statutes, the Corporation hereby certifies the following:

A. The Corporation does not have members. On September 30, 1997, the Board of Directors of the Corporation unanimously approved the amendment and restatement of the Articles of Incorporation of the Corporation.

B. The following constitutes the duly adopted restated Articles of Incorporation of the Corporation and supersede the original Articles of Incorporation and all amendments thereto:

"ARTICLE I - NAME OF CORPORATION

The name of the Corporation shall be Central Florida Kidney Centers, Inc.

ARTICLE II - STREET ADDRESS AND MAILING ADDRESS OF PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Corporation is 105 Bonnie Loch Court, Orlando, Florida 32806-2980.

ARTICLE III - PURPOSES AND POWERS OF THE CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to (i) establishing, operating and maintaining one or more out-patient dialysis facilities, (ii) improving the treatment and advancing the cure of diseases of the kidneys, and (iii) making distributions and grants to exempt organizations for medical, educational and other charitable and exempt purposes (whether or not directly or indirectly related to the treatment and advancement of the cure of diseases of the kidneys).

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

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

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The Corporation will distribute its income for each tax 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 Code.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - DIRECTORS AND OFFICERS

The Board of Directors of the Corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons.

The principal officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board of Directors in accordance with the Bylaws of the Corporation.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 105 Bonnie Loch Court, Orlando, Florida 32806-2980. The name of the registered agent of the Corporation at that address is Maureen Michael. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VII - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the Board of Directors.

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation and after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person."

Section 3 - Effective Date of Amendment

The effective date of the Amended and Restated Articles of Incorporation of the Corporation set forth herein shall be as of the date of filing these Amended and Restated Articles of Incorporation with the Department of State, State of Florida, as evidenced by the Department of State's date and time endorsement.

Dated this 30th day of September, 1997.

CENTRAL FLORIDA KIDNEY CENTERS, INC.

By: Marcen Michael

Attest:

Robert. Scott
Secretary

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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 Central Florida Kidney Centers, Inc.
2. The name and address of the registered agent and office is Maureen Michael, 105 Bonnie Loch Court, Orlando, Florida 32806-2980.

DATED September 30, 1997.

By *Robert A. Scott*

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above 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.

DATED September 30, 1997.

Maureen Michael
Maureen Michael