

753257

Graham Nicol

(Requestor's Name)

1111 E. Tennessee St.

(Address)

Tallahassee

(Address)

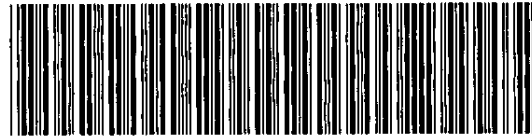
Florida 32308 681-3629

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C. LEWIS

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EXAMINER

AMENDED ARTICLES OF INCORPORATION OF  
*HEALTH*  
FLORIDA DENTAL ASSOCIATION FOUNDATION, INC.

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A FLORIDA NONPROFIT CORPORATION

753257

ARTICLE ONE

**Name**

The name of the Corporation is Florida Dental Association Foundation, Inc.

ARTICLE TWO

**Principal Office and Address**

The address of the principal office of the corporation is 1111 East Tennessee Street, Tallahassee, Florida, and the mailing address of the corporation is 1111 East Tennessee Street, Tallahassee, Florida 32318-6914.

ARTICLE THREE

**Duration**

The term of existence of the corporation is perpetual and the corporate existence will commence on the filing of these amended articles by the Department of State.

ARTICLE FOUR

**Purpose**

The purpose for which the corporation is organized is to generate and direct resources for charitable and educational oral health programs for the people of Florida and to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or Member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or

more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

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

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

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

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

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

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

Upon 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 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 purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of

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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 the Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE FIVE**

##### **Directors**

The method of election of the directors of the corporation is set forth in the Bylaws.

#### **ARTICLE SIX**

##### **Registered Office and Agent**

The initial registered office of the corporation shall be located at 1111 East Tennessee Street, Tallahassee, Florida. The initial registered agent of the corporation at that address shall be Rusty Payton.

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**ARTICLE SEVEN**

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**Incorporator**

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MAY 21 2014  
TALLAHASSEE, FLORIDA

The name and address of the incorporator is:

Florida Dental Association, Inc.  
1111 East Tennessee Street  
Tallahassee, Florida 32318-6914

**IN WITNESS WHEREOF**, I have subscribed my name this 21<sup>st</sup> day of May, 2014.

Florida Dental Association, Inc., Incorporator

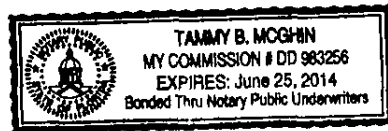
By: *Rusty Payton*  
Rusty Payton  
As its Chief Operating Officer

STATE OF FLORIDA  
COUNTY OF LEON

**I HEREBY CERTIFY** that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared Rusty Payton, to me known to be the person described in and who executed the foregoing Amended Articles of Incorporation, and he acknowledged before me that he subscribed same.

**WITNESS** my hand and official seal in the County and State named above this 21<sup>st</sup> day of May, 2014.

*Tammy B. McGhin*  
Notary Public  
My Commission Expires:



This instrument was prepared by Graham H. Nicol, Esq., whose address is 1111 East Tennessee Street, Tallahassee, Florida 32318-6914.

These amended articles were adopted by the directors of the corporation on May 12, 2014. There are no members.

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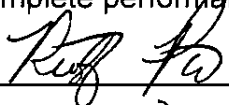
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with section 617.0501 of the Florida Not-for-Profit Corporation Act, the following is submitted:

First, that Florida Dental Association Foundation, Inc., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 1111 East Tennessee Street, Tallahassee, Leon County, Florida, has named Rusty Payton, at 1111 East Tennessee Street, Tallahassee, Leon County, Florida, as its agent to accept service of process within the State of Florida.

Second, that having been named to accept service of process for the above-named corporation, at the place designated in this certificate, and being familiar with the obligations of such a position, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes and laws relative to the proper and complete performance of my duties.

Signature: 

Name: Rusty Payton

Date: 5/21/14