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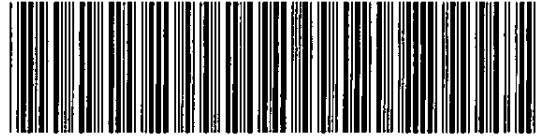
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November 18, 2008

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Subject: Academic Surgical Congress, LLC Articles of Amendment to Articles  
of Organization**

Dear Sir or Madame:

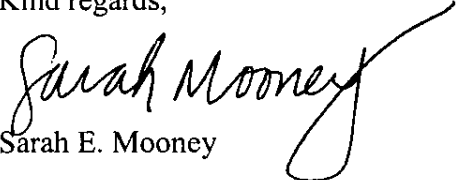
The enclosed Articles of Amendment along with the filing fee and certified copy check of \$55.00 are submitted for filing on behalf of the Academic Surgical Congress, LLC.

Please return all correspondence concerning this matter to:

Sarah E. Mooney, Esq.  
Webster, Chamberlain & Bean  
1747 Pennsylvania Avenue, NW  
Suite 1000  
Washington, D.C. 20006

For further information concerning this matter, please call Sarah Mooney at (202) 785-9500.

Kind regards,

  
Sarah E. Mooney

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

**ACADEMIC SURGICAL CONGRESS, LLC  
(a Florida Limited Liability Company)**

The Articles of Organization for this Limited Liability Company were filed on May 20, 2008 and assigned Florida document number L08000050121.

This amendment is submitted to amend the following:

**Article V** shall be added to state the following:

- (a) "This Limited Liability Company is organized, and shall be exclusively administered and operated to receive, administer, and expend funds for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Limited Liability Company may not carry on activities not permitted to be carried on by an organization described in section 501(c)(3) of the Internal Revenue Code."
- (b) "This Limited Liability Company is organized and operated exclusively to further the charitable purposes of its members within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended."
- (c) "This Limited Liability Company requires that all members must be section 501(c)(3) organizations."
- (d) "No member shall transfer directly or indirectly any membership interest in this Limited Liability Company to a transferee other than a section 501(c)(3) organization or government unit or instrumentality."
- (e) "The Limited Liability Company, interests in the Limited Liability Company, or its assets may only be availed of or transferred to (whether directly or indirectly) any nonmember other than a section 501(c)(3) organization or governmental unit or instrumentality in exchange for fair market value."
- (f) "Upon the dissolution of the Limited Liability Company or the winding up of its affairs, the assets of the Limited Liability Company remaining after payment of the debts of the Limited Liability Company or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended."

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- (g) "Any amendments to the Limited Liability Company's Articles of Organization or Operating Agreement must be consistent with the charitable provisions of Section 501(c)(3) of the Internal Revenue Code."
- (h) "The Limited Liability Company shall not merge with, or convert into, an entity that is not exempt under section 501(c)(3) of the Internal Revenue Code."
- (i) "The Limited Liability Company shall not distribute any assets, other than in exchange for fair market value, to members who have ceased to be organizations described in section 501(c)(3) or governmental units or instrumentalities."
- (j) "If any member of the Limited Liability Company has its section 501(c)(3) status revoked, then its membership interest shall be forfeited to the Limited Liability Company and such member's rights in the Limited Liability Company shall terminate within ninety (90) days from the date that the member's exemption is revoked."
- (k) "The members of the Limited Liability Company will expeditiously and vigorously enforce all of their rights in the Limited Liability Company and will pursue all legal and equitable remedies to protect their interests in the Limited Liability Company."

Date: November 12<sup>th</sup>, 2008

Academic Surgical Congress, LLC

By:   
Name: Diane Simeone  
Title: President

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