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ALAN S. GASSMAN, P.A.

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BASIC AMENDMENT

CENTRAL FLORIDA OSTEOPATHIC FOUNDATION, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
CENTRAL FLORIDA OSTEOPATHIC FOUNDATION, INC.**

THE UNDERSIGNED, ALAN S. GASSMAN, being the Vice President and Assistant Secretary, of CENTRAL FLORIDA OSTEOPATHIC FOUNDATION, INC., does hereby certify that the following Amended and Restated Articles of Incorporation which will be effective upon the filing of this document with the Secretary of the State of Florida.

All amendments herein were adopted by the Directors on the 2<sup>nd</sup> day of November, 2000 pursuant to Section 617.0124, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

These Amended and Restated Articles of Incorporation have been approved by unanimous consent of all the Directors of the Corporation on the 2<sup>nd</sup> day of November, 2000. There are no members who are entitled to vote.

Effective upon the filing of this document with the Secretary of State of Florida, the following shall constitute the sole Articles of Incorporation for the Non-Profit Corporation:

**ARTICLE ONE - NAME**

The name of the Corporation is CENTRAL FLORIDA OSTEOPATHIC FOUNDATION, INC.

**ARTICLE TWO - PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the Corporation is 1245 Court Street, Suite 102, Clearwater, FL 33756, and the mailing address of the Corporation is the same.

**ARTICLE THREE - DURATION**

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

Alan S. Gassman, Esquire  
1245 Court Street, Suite 102  
Clearwater, FL 33756  
(727) 442-1200  
Florida Bar # 371750

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#### ARTICLE FOUR - PURPOSE

The purposes for which the Corporation is organized are as follows:

- (a) To raise funds, acquire assets, provide medical research, provide community and medical practitioner education, to provide medical training, and to enhance and support the activities of Florida Hospital so long as it is a 501(c)(3) charitable organization, and the Osteopathic and Podiatry community to enhance the welfare of the public at large in Central Florida.
- (b) To raise funds, acquire assets, provide medical training and research, provide community education recruitment, retention, or medical training that will enhance and support the furtherance of Osteopathic Medicine and Podiatry.

The above purposes and matters which enhance the ability of the Corporation to achieve such purposes shall be the sole activities and purposes for which the Corporation shall be operated.

#### ARTICLE FIVE - CORPORATE POWERS AND LIMITATIONS

5.01 The Corporation shall have all of the powers provided to a Florida Nonprofit Corporation under Chapter 617 of the Florida Statutes, specifically including, but not limited to, the power to conduct activities and engage in transactions incidental to the purposes enumerated in Article Four, and the power to accept contributions, subject to the following limitations:

(a) No part of the 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 or dissolution of the Corporation.

(b) 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.

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(c) 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.

5.02 Until and unless the Directors of the Corporation are notified in writing by the Internal Revenue Service that the Corporation has met the requirements necessary to avoid classification as a Private Foundation, the following additional restrictions shall apply:

(a) 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.

(b) 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.

(c) 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.

(d) 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.

(e) 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.

5.03 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

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of any future United States Internal Revenue Law), as the Board of Directors shall determined. Any of 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 the court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE SIX - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted, but shall never be less than three (3). The Directors shall be elected as stated in the By-Laws of the Corporation. There are no shareholders or members who are entitled to vote.

#### ARTICLE SEVEN - INITIAL DIRECTORS

The name and street address of the member of the initial Board of Directors is:

Alan S. Gassman  
1245 Court Street Suite 102  
Clearwater, FL 33756

Ellen M. Tischio  
1245 Court Street, Suite 102  
Clearwater, FL 33756

Nancy A. Marchetta  
1245 Court Street, Suite 102  
Clearwater, FL 33756

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected. Directors shall be elected in accordance with the By-Laws of the Corporation.

#### ARTICLE EIGHT - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is 1245 Court Street, Suite 102, Clearwater, Pinellas County, Florida. The Board of Directors may

Alan S. Gassman, Esquire  
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from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Alan S. Gassman, Esquire. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

### ARTICLE NINE - INCORPORATOR

The name and street address of the undersigned as incorporator of these Articles of Incorporation is: Alan S. Gassman, Esquire, 1245 Court Street, Suite 102, Clearwater, Florida 33756.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 2<sup>nd</sup> day of November, 2000.

CENTRAL FLORIDA OSTEOPATHIC  
FOUNDATION, INC.

By:   
ALAN S. GASSMAN

Its: Vice President/Assistant Secretary

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

ON THIS 3<sup>rd</sup> day of November, 2000, before me Ella M. Niles, the undersigned notary, personally appeared ALAN S. GASSMAN, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Alan S. Gassman, Esquire  
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ALAN S. GASSMAN, P.A.

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*Ellen M. Tishio*  
Notary Public

My Commission Expires:



Alan S. Gassman, Esquire  
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Clearwater, FL 33756  
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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CENTRAL FLORIDA OSTEOPATHIC  
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Audit Fax #: H00000058028 2**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Alan S. Gassman, Esquire  
1245 Court Street  
Suite 102  
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

  
ALAN S. GASSMAN, ESQUIRE (SEAL)

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