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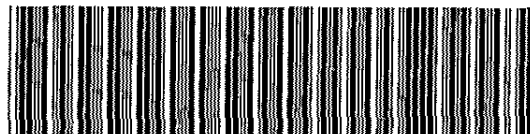
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CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Lions Eye Institute for
Transplant & Research Foundation
Inc.

Signature _____

Requested by: _____

Name

6/14/05

Date

10:00

Time

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- ☒ Art of Inc. File _____
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SECRETARY OF STATE
DIVISION OF CORPORATE & REGISTERED BUSINESS
05 JUN 14 PM 1:04

ARTICLES OF INCORPORATION
OF
LIONS EYE INSTITUTE FOR TRANSPLANT & RESEARCH FOUNDATION, INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a not-for-profit corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I
NAME

The name of this Corporation shall be Lions Eye Institute for Transplant & Research Foundation, Inc.

ARTICLE II
PRINCIPAL OFFICE

The street and mailing address of the initial principal office of this Corporation shall be located in the County of Hillsborough at 1410 21st Street, Tampa, Florida 33605.

ARTICLE III
TERM OF EXISTENCE

The duration of this Corporation shall be perpetual until dissolved according to law.

ARTICLE IV
CORPORATE PURPOSES

This Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they may exist or as they may hereinafter be amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code")) to promote and support, directly or indirectly, by donation, loan or otherwise, the interests and purposes of the Corporation which is an organization described in Section 501(c)(3) of the Internal Revenue Code, and, in furtherance of these purposes the Corporation shall:

1. Govern and operate the Corporation through regular meetings of the Board to further the mission of the Central Florida Lions Eye and Tissue Bank, Inc., including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2. Otherwise operate exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:

A. No part of its net earnings shall inure to the benefit or be distributed to any member, director, officer or other individual except in the form of reasonable compensation for services rendered to the Corporation which are unrelated to Board duties; and

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized for organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not (i) carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) carry on activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and (iii) carry on any activities that are not in furtherance of and supportive of the mission of the Central Florida Lions Eye and Tissue Bank, Inc.

ARTICLE V **INITIAL REGISTERED AGENT**

The initial registered agent of this Corporation shall be: Ronald A. Christaldi. The street address of the initial registered agent of this Corporation shall be: 101 East Kennedy Boulevard, Suite 3400, Tampa, Florida 33602.

ARTICLE VI **BOARD OF DIRECTORS**

There shall be a Board of Directors for this Corporation, which shall consist of not less than three (3) directors or more than fifteen (15) directors. Except for the number constituting the initial Board of Directors, the appointment of directors shall be decided by majority vote of the Directors and the approval of the Central Florida Lions Eye and Tissue Bank, Inc.

ARTICLE VII **INITIAL BOARD OF DIRECTORS**

The names and street addresses of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting, or until his or her successor is elected and qualified, or until his or her resignation, removal from office, or death:

Name:

Address:

Edward C. Henderson

5936 17th Street NE
St. Petersburg, FL 33703

Don Griffin

21127 Lake Vienna Drive
Land O' Lakes, FL 34639-8314

James Gallagher

8606 Paxton Drive
Port Richey, FL 34668

Catherine V. Walton

4339 Whittner Drive
Land O' Lakes, FL 34639

ARTICLE VIII
MEMBERSHIP

Notwithstanding any other provision in these Articles or in the Bylaws to the contrary, the sole member of the corporation shall be the Central Florida Lions Eye and Tissue Bank, Inc. which shall have such powers as set forth in these Articles, the Bylaws and pursuant to the Florida Not For Profit Corporation Act, including the power to:

1. Approve, disapprove or recommend the adoption, change, amendment or repeal of these Articles of Incorporation.
2. Approve, disapprove or recommend the adoption, change, amendment or repeal of the Bylaws of the Corporation.
3. Approve, disapprove or recommend the annual operating and capital budget of the Corporation.
4. Approve, disapprove or recommend the selection of a qualified accounting firm and law firm of the Corporation.
5. Approve or disapprove the transfer, sale, lease or disposition of any asset of the Corporation in excess of Ten Thousand Dollars (\$10,000.00).
6. Approve or disapprove the conferring of any lien or security interest in assets of the Corporation, whether same shall be in connection with either public or private financing, or otherwise.
7. Approve or disapprove contracts with a term of longer than six (6) months or with a compensation amount in excess of Ten Thousand Dollars (\$10,000.00).
8. Approve or disapprove all donations or charitable contributions by the Corporation to third parties in excess of One Thousand Dollars (\$1,000.00) per contribution or Five Thousand Dollars (\$5000.00) in the aggregate annually.

9. Approve, disapprove or recommend the adoption of the Corporation's mission and philosophy statement.
10. Approve or disapprove non-budgeted capital expenditures by the Corporation in excess of Ten Thousand Dollars (\$10,000.00) per expenditure or Twenty Thousand Dollars (\$20,000.00) in the aggregate annually.
11. Approve or disapprove non-budgeted general expenditures by the Corporation in excess of Ten Thousand Dollars (\$10,000.00) per expenditure or Twenty Thousand Dollars (\$20,000.00) in the aggregate annually.
12. Approve, disapprove or remove any member of the Board or officer of the Corporation.
13. Approve, disapprove or recommend the dissolution of the Corporation or the sale of all or substantially all of the assets of the Corporation.

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator is:

Central Florida Lions Eye and Tissue Bank, Inc.
1410 21st Street
Tampa, Florida 33605

ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to the Central Florida Lions Eye and Tissue Bank, Inc., if the Central Florida Lions Eye and Tissue Bank, Inc. is then qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. If the Central Florida Lions Eye and Tissue Bank, Inc. is not then qualified, the remaining assets will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law or to the federal government or to a state or local government for exclusive public purpose, provided that the recipient or recipients of the distribution shall be approved by the Central Florida Lions Eye and Tissue Bank, Inc.

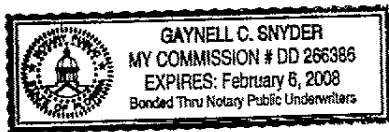
IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this
10 day of JUNE, 2005.

Central Florida Lions Eye
and Tissue Bank, Inc.

By: [Signature]
Jason K. Woody, as Executive Director/CEO

STATE OF FLORIDA
COUNTY OF FLORIDA

The foregoing instrument was acknowledged before me this 10th day of JUNE, 2005, by Jason K. Woody, as Executive Director/CEO of the Central Florida Lions Eye and Tissue Bank, Inc., who is personally known to me or who has produced PERSONALLY KNOWN as identification.



[Signature]
Print, Type or
Stamp Name: GAYNELL C. SNYDER
Notary Public, State of Florida

Serial No., if any: DD 266386

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, Florida Statutes, the following is submitted:

Lions Eye Institute for Transplant & Research Foundation, Inc., desiring to organize under the laws of the State of Florida, hereby designates Ronald A. Christaldi, located at 101 East Kennedy Boulevard, Suite 3400, Tampa, Florida 33602, as its agent to accept service of process within Florida.

Dated this 10 day of June, 2005

Central Florida Lions Eye
and Tissue Bank, Inc.

By: _____

Jason K. Woody, as Executive Director/CEO

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ronald A. Christaldi, as Registered Agent

6/13/05

Date

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