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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
INSTITUTE FOR ADAPTIVE OPTICS IN HUMAN VISION, INC.**

The undersigned, TONY VAN HEUGTEN, President of INSTITUTE FOR ADAPTIVE OPTICS IN HUMAN VISION, INC., does hereby certify that:

1. He is the President of INSTITUTE FOR ADAPTIVE OPTICS IN HUMAN VISION, INC., a Florida non-profit corporation, which Articles of Incorporation were filed with the Secretary of State, State of Florida, on November 3, 2015, and assigned document number N15000263168.

2. The following amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors at a special meeting at which all of the Directors were present and voting throughout, duly called for the purpose of adopting this Amendment and held on February 10, 2016.

3. Article II of the Articles of Incorporation is hereby amended in its entirety to read as follows:

**"ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS:** The principal office of said Corporation shall be located at 1144 Tallevast Rd., Suites 113-115, Sarasota, Florida 34243, and the mailing address of said Corporation shall be 1144 Tallevast Rd., Suites 113-115, Sarasota, Florida 34243. The Directors of the Corporation may change the location of the principal office and the mailing address of said Corporation from time to time."

4. Article III of the Articles of Incorporation is hereby amended in its entirety to read as follows:

**"ARTICLE III**

**NON-PROFIT PURPOSE:** This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of IRC Section 501(c)(3), including the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding

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sections of any future federal tax code; and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act. In furtherance of its purposes, the Corporation will be primarily engaged in basic and/or applied research.

PURPOSES: To acquire funds and other assets by gift, donation and otherwise; to hold and invest the same; to provide funds and promote such activities for such charitable, scientific and educational purposes as the Board of Directors may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purposes."

5. Article IV of the Articles of Incorporation is amended in its entirety to read as follows:

"ARTICLE IV

POWERS: This Corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida which are convenient or necessary to effectuate the purposes of the Corporation.

LIMITATIONS ON POWERS:

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

(2) No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(3) The Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(4) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(5) Notwithstanding any other provision of these articles, 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 Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are

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deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(6) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(7) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or any corresponding section of any future tax code.

(8) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future tax code.

(9) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future tax code.

(10) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

6. Article X of the Articles of Incorporation is amended in its entirety to read as follows:

**"ARTICLE X**

**BOARD OF DIRECTORS:** The affairs of this Corporation shall be managed by a Board of Directors consisting of at least three (3) persons, as determined by this Corporation's By-Laws. The method of election of the persons who shall constitute the entire Board of Directors shall be as provided in this Corporation's By-Laws. The officers and directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of this Corporation.

The names and addresses of the persons who shall serve as directors until the first election are:

**NAME**

**ADDRESS**

Tony Van Heugton

4107 72<sup>nd</sup> Avenue E  
Sarasota, FL 34243

Michael Latzer

29800 Agoura Road  
Agoura Hills, CA 91301

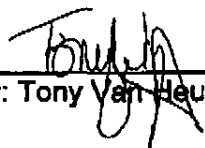
Peter Bennett

2425 Knecht Bridge Road  
Riegelsville, Pennsylvania 18077

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IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 10 day of Feb., 2016.

  
By: Tony Van Heugten, President

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