

N15000011803

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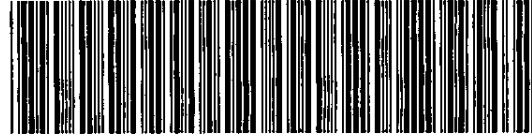
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FILED
2016 FEB 25 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Restated

FEB 25 2016

I ALBRITTON

Lina Angelici
3809 Northridge Drive
Valrico, Florida 33596

February 18, 2016

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

RE Orthotics and Prosthetics International Institute Foundation, Inc.
Document Number: N15000011803

To Whom It Concerns:

The enclosed Amended and Restated Articles of Incorporation and applicable fee are hereby submitted for filing. Please return all correspondence regarding this matter to:

Lina Angelici
Orthotics and Prosthetics International Institute Foundation, Inc.
3809 Northridge Drive
Valrico, Florida 33596
LinaAngelici@gmail.com

For further information concerning this matter, please call:

Lina Angelici at (813) 777-3799.

Enclosed is a check for the filing fee in the amount of \$35.00, made payable to the Florida Department of State.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Lina Angelici', with a stylized flourish at the end.

Lina Angelici



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 24, 2016

LINA ANGELICI
ORTHOTICS AND PROSTHETICS INT'L
3809 NORTHRIDGE DRIVE
VALRICO, FL 33596

SUBJECT: ORTHOTICS AND PROSTHETICS INTERNATIONAL INSTITUTE
FOUNDATION, INC.
Ref. Number: N15000011803

We have received your document for ORTHOTICS AND PROSTHETICS INTERNATIONAL INSTITUTE FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 416A00003829

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**ORTHOTICS AND PROSTHETICS INTERNATIONAL
INSTITUTE FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being authorized to execute and file these Amended and Restated Articles of Incorporation, hereby certifies that:

FIRST: These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation of ORTHOTICS AND PROSTHETICS INTERNATIONAL INSTITUTE FOUNDATION, INC., a non-profit corporation organized under Section 617.1006 of the Florida Not For Profit Corporation Act (the "Act"), and whose status is active (the "Corporation").

SECOND: The Articles of Incorporation of the Corporation were filed by the Florida Department of State on December 11, 2105, and its State of Florida Document Number is N15000011803.

THIRD: The Articles of Incorporation of the Corporation, as hereby amended and restated, shall hereafter provide as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

ORTHOTICS AND PROSTHETICS INTERNATIONAL
INSTITUTE FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the Corporation are:

26 West Orange Street
Tarpon Spring, Florida 34689

ARTICLE III - PURPOSE

The corporation is a not-for-profit corporation organized exclusively for the charitable exempt purposes of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (hereinafter the "IRC"), specifically including: (1) the receipt of contributions, and

(ii) the payment of such contributions over to organizations that are described in Section 501(c)(3) of the IRC and exempt from taxation under Section 501(a) of the IRC.

ARTICLE IV - ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of IRC. Further, the Corporation shall not be empowered to carry on or engage in and is hereby expressly prohibited from carrying on or engaging in (other than as an insubstantial part) any activities that are not in furtherance of, or that are broader than, the charitable exempt purposes of IRC Section 501(c)(3), specifically excluding: (x) the devotion of more than an insubstantial part of the Corporation's activities to attempting to influence legislation by propaganda or otherwise, (y) directly or indirectly participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, and (z) having objectives and engaging in activities which characterize the Corporation as an "action" organization as defined IRC Regulation 1.501(c)(3)-1(b)(3)."

ARTICLE V - NO PECUNIARY PROFITS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to: (i) pay reasonable compensation for services rendered, and (ii) make payments and distributions in furtherance of the purposes set forth in Article III of these Articles of Incorporation.

ARTICLE VI - DEDICATION OF ASSETS

The Corporation's assets are hereby dedicated to one or more exempt charitable purposes within the meaning of Section 501(c)(3) of the IRC, and accordingly, upon the dissolution of the Corporation, its assets shall be distributed, not to its shareholders, but (i) for one or more exempt charitable purposes within the meaning of IRC Section 501(c)(3) of the IRC, or (ii) to the federal government, or to a state or local government, for a public purpose. Further, in the event the assets of the Corporation should be distributed upon its dissolution by a court of competent jurisdiction, then such assets shall be distributed by said court to another organization that is exempt under IRC Section 501(c)(3), and solely for use in a manner as in the judgment of said court will best accomplish the charitable exempt purposes for which the Corporation was organized and for which the Corporation's assets are hereby dedicated.

ARTICLE VII - DIRECTORS

The names and mailing addresses of the members of the Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Kay Burniston	26 West Orange Street Tarpon Spring, Florida 34689
Carol E. Martin	26 West Orange Street Tarpon Springs, Florida 34689
Dale Petersen	26 West Orange Street Tarpon Spring, Florida 34689
Mary Simmons	26 West Orange Street Tarpon Spring, Florida 34689
Lina Angelici	26 West Orange Street Tarpon Spring, Florida 34689

The Chairperson of the Board of Directors of the Corporation shall be DALE PETERSEN. Except as otherwise required by law, all future members and chairpersons of the Board of Directors of the Corporation shall be elected or appointed in the manner provided in the bylaws of the Corporation.

ARTICLE IX - REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent shall be:

Lina Angelici
3809 Northridge Drive
Valrico, Florida 33596

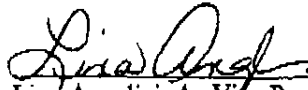
All future registered agents of the Corporation shall be appointed in the manner provided in the Act.

THIRD: The filing of these Amended and Restated Articles of Incorporation was authorized by the Board of Directors of the Corporation on February 1, 2016 without member action, and there are no members entitled to vote.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned, being duly authorized by the Board of Directors of the Corporation, has hereunto subscribed her name this 18th day of February, 2016.

ORTHOTICS AND PROSTHETICS
INTERNATIONAL INSTITUTE FOUNDATION, INC.



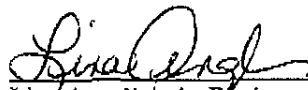
Lina Angelici, As Vice President, duly authorized

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, having been named as registered agent to accept service of process for the ORTHOTICS AND PROSTHETICS INTERNATIONAL INSTITUTE FOUNDATION, INC. (the "Foundation"), at the place designated in the Foundation's Articles of Incorporation, hereby certifies that I am familiar with and accept the appointment as registered agent, agree to act in this capacity, and have hereunto subscribed my name this 18th day of February, 2016.

REGISTERED AGENT:

Orthotics and Prosthetics International Institute
Foundation, Inc.



Lina Angelici, As Registered Agent