

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE IRITIS FOUNDATION, INC

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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*Amended
Restated*

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE IRITIS FOUNDATION, INC.**

A Florida Not-For-Profit Corporation

The undersigned person, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is **THE IRITIS FOUNDATION, INC.**, a Florida not-for-profit corporation.

ARTICLE II

The address of the principal office of the corporation and its mailing address is:

5800 49th Street North, Suite 108
St. Petersburg, FL 33709

**ARTICLE III
DURATION**

This corporation shall have perpetual duration.

**ARTICLE IV
PURPOSES**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. 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 pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. 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 or in opposition to any candidate for public office. 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 the

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corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **POWERS**

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

ARTICLE VI **MEMBERS**

This corporation shall have no members.

ARTICLE VII **REGISTERED AGENT AND OFFICE**

The street address of the registered office of the corporation and name of its initial Registered Agent at such address is:

Grace A. Levy-Clarke, M.D.
5800 49th Street North, Suite 108
St. Petersburg, FL 33709

ARTICLE VIII **DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The Board of Directors of the Corporation shall consist of no less than three (3) and no more than eleven (11) members.

The names and residence addresses of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Grace A. Levy-Clarke, M.D	5800 48 th Street North, Suite 108 St. Petersburg, FL 33709
Bancroft E. Levy	7648 North Paulina Street Chicago, IL 60626

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Edouard Hugh E. Clarke

5800 48th Street North, Suite 108
St. Petersburg, FL 33709

Each above-named Director shall remain a Director until such time as his/her successor is appointed. Changes in the qualifications, method of appointment, and election of Directors shall be as stated in the By-Laws of the Corporation as the same may be from time to time amended or modified.

ARTICLE IX
OFFICERS

President:	Grace A. Levy-Clarke, M.D.
Vice-President:	Edouard Hugh E. Clarke
Chief Financial Officer:	Bancroft E. Levy

ARTICLE X
INCORPORATOR

The name and address of the incorporator is:

Grace A. Levy-Clarke, M.D.
5800 49th Street North, Suite 108
St. Petersburg, FL 33709

ARTICLE XI
DISSOLUTION

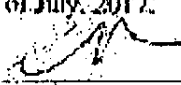
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors. The undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-


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profit corporation under the laws of Florida, have executed these Amended Articles of Incorporation of THE IRETTIS FOUNDATION, INC. on this 12th day of July, 2017.


Grace A. Levy-Clarke, M.D.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent and 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 that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Grace A. Levy-Clarke, M.D.

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