

N 38239

(Requestor's Name)

(Address)

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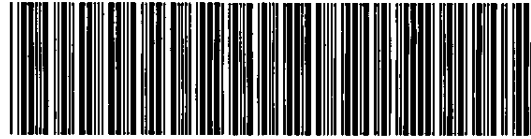
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 MAR 19 AM 9:36

FILED

Amend/Restate

MAR 20 2014

R. WHITE



March 12, 2014

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

Re: South Florida Veterans Affairs Foundation for Research
and Education, Inc./ Charter No. N38239

To Whom It May Concern:

Enclosed please find a Certificate Relative to filing Amended and Restated Articles of Incorporation regarding the above Corporation, together with the Amended and Restated Articles of Incorporation, for filing of record with the Division of Corporations, and a check in the amount of \$35.00 payable to the Florida Department of State, representing the filing fee. The effective date shall be the date of filing.

Please return all correspondence regarding this matter and/or in the event you have any questions or need further information, as follows:

Frances I. Fernandez, MHSA
Executive Director
South Florida Veterans Affairs Foundation for Research and Education
1201 N.W. 16th Street
#2A124
Miami, FL 33125
Phone: (305) 575-3178
Fax: (305) 575-3126
Frances.Fernandez@va.gov

Sincerely,

Frances I. Fernandez, MHSA
Executive Director

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: South Florida Veterans Affairs Foundation for Research and Education, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ms. Frances I. Fernandez, MHSA, Executive Director

(Name of Contact Person)

South Florida Veterans Affairs Foundation for Research and Education, Inc.

(Firm/ Company)

1201 N.W. 16th Street, Room 2A103

(Address)

Miami, FL 33125

(City/ State and Zip Code)

frances.fernandez@va.gov

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Zunner Soliz, MST, CPA

(Name of Contact Person)

at (305)

575-7000 ext. 4495
(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

AM 9:38

**CERTIFICATE RELATIVE TO AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF SOUTH FLORIDA VETERANS AFFAIRS
FOUNDATION FOR RESEARCH AND EDUCATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida not-for-profit corporation files this Certificate and states as follows:

1. The Amended and Restated Articles of Incorporation of South Florida Veterans Affairs Foundation for Research and Education, Inc., Charter No. N38239, appended hereto, contain amendments to Articles I (principal place of business only), II, III, IV, V (renumbering only), VI, VII, VIII (renumbering only), IX, and X .
2. The amendments to the Articles of Incorporation do not need Member approval, as the members are stated as being the then current Directors of the Corporation, and the Board of Directors approved the amendments and the Amended and Restated Articles of Incorporation.
3. The name of the Corporation is South Florida Veterans Affairs Foundation for Research and Education, Inc.
4. Article I is amended to read as follows:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is SOUTH FLORIDA VETERANS AFFAIRS FOUNDATION FOR RESEARCH AND EDUCATION, INC., a Florida not-for-profit corporation (the "Corporation"). The principal place of business of the Corporation shall be located at 1201 N.W. 16th Street, Room 2A103, Miami, Florida 33125.

5. Article II is renumbered as Article VIII and amended, and Article II is now amended to read as follows:

ARTICLE II

DURATION

This Corporation shall have a perpetual existence.

6. Article III is amended to read as follows:

ARTICLE III

PURPOSES

The Corporation shall be organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance and promote the medical, scientific and educational research mission of the Department of Veterans Affairs through the support of research-related activities. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

(a) *To support and perform medical, scientific research and educational activities.*

(b) *To make the results of its research endeavors and activities available to the scientific and general public, in the form of research communications in recognized journals widely distributed to libraries and the biomedical community.*

(c) *To provide the V.A. Medical Centers located in Miami-Dade County and Orange County, Florida with flexible funding mechanisms for the conduct of, and to facilitate functions related to the conduct of approved research and education.*

(d) *To sponsor scientific lectures and open meetings.*

(e) *To do and transact all such business necessary, incidental to or in any way connected with said purposes, or any of them.*

7. Article IV is renumbered as Article V and amended, and Article IV is now amended to read as follows:

ARTICLE IV

LIMITATION ON ACTIVITIES

The Corporation will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 herein.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

8. Article V is renumbered as Article IX, and Article V is now amended to read as follows:

ARTICLE V

MEMBERSHIP

The Corporation shall have no members.

9. Article VI is amended to read as follows:

ARTICLE VI

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law, these Articles of Incorporation or the Bylaws. The number of Directors and their qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors of the Corporation, shall be as set forth in and will be governed by the Bylaws of the Corporation.

10. Article VII is amended to read as follows:

ARTICLE VII

DISSOLUTION

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer and convey all of the remaining assets of the Corporation, if any, to the Miami Veterans Affairs Health Care System or its successor agency for research, development and/or education purposes similar to the Purposes of the Corporation; or otherwise shall be distributed for one or more exempt purposes to an organization exempt from federal income tax within the meaning of Section 501(c)(3) of the Code, in accordance with the Florida Not-for-Profit Corporations Act. Any such assets not disposed of in accordance with the foregoing shall be disposed of by a court of competent jurisdiction within the jurisdiction of the Corporation exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes.

11. Article VIII was renumbered as Article II, and Article VIII is now amended to read as follows:

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

The name and business office in this State of the Corporation's Registered Agent is:

*Robert M. Jackson, M.D.
1201 N.W. 16th Street
Room 2A103
Miami, FL 33125*

12. Article IX is renumbered as Article X and amended, and Article IX is now amended to read as follows:

ARTICLE IX

INITIAL SUBSCRIBERS

The name and addresses of the initial subscribers of the Corporation are:

*Thomas C. Doherty
Dept. of Veterans Affairs Medical Center
1201 N.W. 16th Street
Miami, FL 33125*

*Lawrence Fishman, M.D.
Dept. of Veterans Affairs Medical Center
1201 N.W. 16th Street
Miami, FL 33125*

*Eliseo Perez-Stable, M.D.
Dept. of Veterans Affairs Medical Center
1201 N.W. 16th Street
Miami, FL 33125*

13. Article X is amended to read as follows:

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

14. Article XI is amended to read as follows:

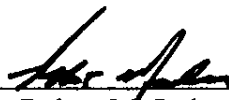
ARTICLE XI

INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation in the manner and to the extent provided in the Bylaws of the Corporation.

15. These Amended and Restated Articles of Incorporation of South Florida Veterans Affairs Foundation for Research and Education, Inc. were adopted by the Board of Directors on February 18, 2014 at a meeting at which a quorum was present, and the number of votes cast (unanimous) were sufficient for approval.

SOUTH FLORIDA VETERANS AFFAIRS FOUNDATION FOR RESEARCH
AND EDUCATION, INC.

By: 
Robert M. Jackson, M.D.
Chair, Board of Directors

Date: 3/12/14

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA VETERANS AFFAIRS FOUNDATION
FOR RESEARCH AND EDUCATION, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is SOUTH FLORIDA VETERANS AFFAIRS FOUNDATION FOR RESEARCH AND EDUCATION, INC., a Florida not-for-profit corporation (the "Corporation"). The principal place of business of the Corporation shall be located at 1201 N.W. 16th Street, Room 2A103, Miami, Florida 33125.

ARTICLE II

DURATION

This Corporation shall have a perpetual existence.

ARTICLE III

PURPOSES

The Corporation shall be organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance and promote the medical, scientific and educational research mission of the Department of Veterans Affairs through the support of research-related activities. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

(a) To support and perform medical, scientific research and educational activities.

(b) To make the results of its research endeavors and activities available to the scientific and general public, in the form of research communications in recognized journals widely distributed to libraries and the biomedical community.

(c) To provide the V.A. Medical Centers located in Miami-Dade County and Orange County, Florida with flexible funding mechanisms for the conduct of, and to facilitate functions related to the conduct of approved research and education.

(d) To sponsor medical, scientific, educational lectures and open meetings.

(e) To do and transact all such business necessary, incidental to or in any way connected with said purposes, or any of them.

(f) For any and all purposes allowed by law.

ARTICLE IV

LIMITATION ON ACTIVITIES

The Corporation will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 herein. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE V

MEMBERSHIP

Section 1. Members. The Corporation shall have no members.



ARTICLE VI

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law, these Articles of Incorporation or the Bylaws. The number of Directors and their qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors of the Corporation, shall be as set forth in and will be governed by the Bylaws of the Corporation.

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Dept. of Veterans Affairs Medical Center
1201 N.W. 16th Street
Miami, FL 33125

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

ARTICLE XI

INDEMNIFICATION

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