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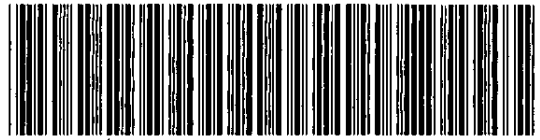
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Buoniconti Fund to Cure Paralysis, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Richard S. Aldrich, Jr.

(Name of Contact Person)

Shearman & Sterling LLP

(Firm/ Company)

599 Lexington Avenue

(Address)

New York, New York 10022

(City/ State and Zip Code)

For further information concerning this matter, please call:

Richard S. Aldrich, Jr.

(Name of Contact Person)

at (212)

848-8030

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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

**Articles of Amendment
to
Articles of Incorporation
of**

The Buoniconti Fund to Cure Paralysis, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

1. Amendment to Article VIII deleting the requirement that The Board of Directors consist of between three (3) and thirty (30) persons and replacing it with the requirement that The Board of Directors consist of three (3) or more individuals as specified in the Corporation's by-laws.
2. Amendment to Article VIII deleting the requirement that The Provost of the University of Miami serve on the Board of Directors.
3. Amendment to Article IX deleting the requirement that the Executive Committee consist of three (3) to seven (7) individuals and replacing it with the requirement that the Executive Committee consist of three (3) or more individuals as specified in the Corporation's by-laws.
4. Amendment to Article XII adding the language "or by unanimous written consent of the Board of Directors" to allow future amendments to the Articles of Incorporation to be made by a two-thirds (2/3) vote of the directors or by unanimous written consent.

SECRETARY OF STATE
TALAHASSEE, FLORIDA

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AND
FILED

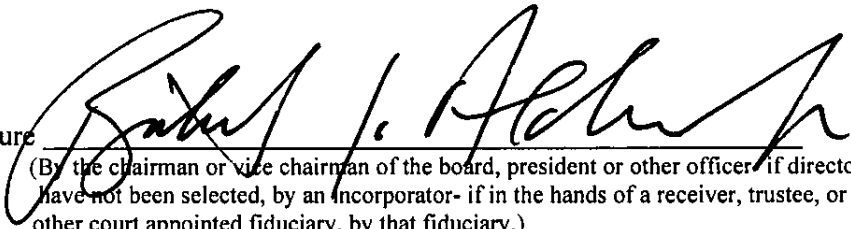
(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: September 17, 2007

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 
(By the chairman or vice chairman of the board, president or other officer if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Richard S. Aldrich, Jr.
(Typed or printed name of person signing)

Secretary
(Title of person signing)

FILING FEE: \$35

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE BUONICONTI FUND TO CURE PARALYSIS, INC.

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Foundation shall be THE BUONICONTI FUND TO CURE PARALYSIS, INC. (the "Corporation").

ARTICLE II

PURPOSES & POWERS

Section 2.01. **Purposes.**

1. The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code") (or the corresponding provision of any future United States Internal Revenue Law).

2. The specific purpose for which the Corporation is organized is to raise money on national basis for and to fund The Miami Project to Cure Paralysis, as long as The Miami Project to Cure Paralysis continues to conduct research to find more effective treatments for and, ultimately, the cure for spinal cord injury induced paralysis, and performing all acts and

doing all things deemed necessary or desirable to further such purpose; provided that, should the Miami Project to Cure Paralysis cease to exist, or should its purpose materially change, then the Corporation's specific purpose shall be to raise money for and fund any comparable research organization, as selected by the Board of Directors, which conducts research to find more effective treatments for and, ultimately, the cure for spinal cord injury induced paralysis.

In furtherance of this purpose, the Corporation shall engage in national fund raising activities. The Corporation may engage in any lawful act or activity not for pecuniary profit for which not for profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2.02. Powers.

1. The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end the Corporation shall have the following powers:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber transfer in trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(b) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(c) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(d) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

2. Notwithstanding any powers granted to this Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No part of the activities of the Corporation shall be the carrying on the propaganda, or otherwise attempting, to influence legislation, except to the extent permitted by the Code and directly related to the Corporation's charitable purposes.

(c) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

(e) Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the corporation to the University of Miami School of Medicine for use by The Miami Project to Cure Paralysis. In the event The Miami Project to Cure Paralysis no longer exists at the University of Miami School of Medicine, the University of Miami School of Medicine may use the assets for research in the areas listed in the following order of precedence: spinal cord injury, paralysis, or neuroscience. If the University of Miami is not an organization described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code then the assets shall be distributed to an organization so described as selected by the Board of Directors. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE III

MEMBERS

The Corporation may have one or more classes of non-voting members as provided for in the By-Laws.

ARTICLE IV

TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

REGISTERED OFFICE AND AGENT

(a) The street address of the registered office of this Corporation is 200 South Biscayne Boulevard, Suite 4500, Miami, Florida 33131.

(b) The name of the registered agent of this Corporation located at the address of the registered office is Henry H. Raattama, Jr., Esq.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Henry H. Raattama, Jr., Esq.	200 South Biscayne Boulevard Suite 4500 Miami, Florida 33131

ARTICLE VII

OFFICERS

The Corporation shall have a Chairman of the Board of Directors, a President, a Secretary, and a Treasurer, and it may have additional and assistant officers including, without limitation thereto, Vice Chairman of the Board of Directors, one or more Vice Presidents, an Assistant Secretary and an Assistant Treasurer. A person may hold more than one office, except that the President may not also be the Secretary or Assistant Secretary.

Officers shall be elected, removed and hold office as provided in the By-Laws.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs and business of the Corporation shall be conducted by a Board of Directors. The Board shall consist of three (3) or more individuals with the number specified in the Corporation's by-laws..

Four of the Board members shall be the individuals holding the following positions at any given time:

The President of the University of Miami or his designee

The Dean of the Medical School of the University of Miami

The Scientific Director of The Miami Project to Cure Paralysis

The President of the Corporation

In addition, two of the Board members shall be Nicholas A. Buoniconti and Marc A. Buoniconti who shall be entitled to serve on the Board of Directors as long as they desire.

The total number of Directors shall be determined in accordance with the By-Laws and all Directors, with the exception of the Directors listed above shall be appointed in accordance with the By-Laws.

In the event of a vacancy on the Board of Directors, by reason of death, resignation, or removal the replacement Director(s) will be elected in accordance with the By-Laws.

ARTICLE IX

Executive Committee

The Corporation shall have an Executive Committee of the Board of Directors which shall have all of the authority of the Board.

The Executive Committee shall consist of no less than three (3) individuals with the number specified in the Corporation's by-laws. Nick Buoniconti shall be entitled to serve on the Executive Committee, as one of the elected Directors, so long as he desires.

ARTICLE X

Indemnification

Directors, officers, employees and agents of the Corporation may be indemnified by the Corporation to such extent as is permitted by the laws of the State of Florida and as the By-Laws may from time to time provide.

ARTICLE XI

BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or repealed by the Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors or by unanimous written consent of the Board of Directors at any time provided that any amendment will not adversely affect the status of the Corporation as an organization described in Section 501(c)(3) of the Code.