

To:
Subject:

N9500000483

From: Patricia Tadlock Thursday, January 24, 2008 4:24 PM Page: 1 of 4

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

08 JAN 24 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
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022080484

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2008 JAN 24 AM 8:00
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TALLAHASSEE, FLORIDA

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ALPHA ONE FOUNDATION, INC.

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Amend Rest v N.C

G. Goulette JAN 25 2008

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALPHA ONE FOUNDATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

08 JAN 24 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

Alpha One Foundation, Inc., a Florida corporation organized and existing under and by virtue of the provisions of the Florida Not for Profit Corporation Act (the "Act"), incorporated on January 31, 1995, hereby amends and restates its Articles of Incorporation as provided by the terms of Section 617.1002, 617.1006 and 617.1007 of the Act as follows:

ARTICLE I - NAME

The name of the corporation shall be ALPHA-1 FOUNDATION, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the Corporation shall be 2937 SW 27th Avenue, Suite 302, Miami, Florida 33133 and the mailing address shall be the same.

ARTICLE III - PURPOSE

The Corporation is organized under the Nonprofit Corporation Law of 1988, as amended, exclusively for the charitable, scientific and educational purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code") and, in furtherance thereof and not in limitation thereof:

- (a) to save lives through research, early detection and improved treatment programs for those persons whose lives are impacted by a diagnosis of Alpha1-antitrypsin deficiency ("Alpha One"); and
- (b) to do all lawful acts incidental to the accomplishment of said charitable, educational, and scientific purposes.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The Board of Directors of the Corporation shall be elected or appointed in the manner provided by the Bylaws, as amended from time to time.

ARTICLE V - REGISTERED AGENT AND OFFICE

The name and Florida street address of the Corporation's registered agent is John W. Walsh, 2937 SW 27th Avenue, Suite 302, Miami, Florida 33133.

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ARTICLE VI – ACTIVITIES NOT PERMITTED

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its 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 III 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 activities not permitted to be carried on by a corporation exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII - DURATION

This Corporation is to exist perpetually.

ARTICLE VIII– DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organizations, which qualify as exempt organization under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine, and who purposes relate to Alpha-1 Antitrypsin Deficiency and are consistent with the aims and purposes of the Corporation.


ARTICLE IX – NONMEMBERSHIP CORPORATION

The Corporation shall have no members.

The foregoing Amended and Restated Articles of Incorporation were adopted on January 10, 2008, by the affirmative vote of the Sole Remaining Member of the Corporation and therefore, the number of votes cast in favor of the Amended and Restated Articles of Incorporation were sufficient for approval.

Date: January 10, 2008

ALPHA ONE FOUNDATION, INC.

BY: 
Printed Name: John W. Walsh
Its: President

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From: Patricia Tadlock

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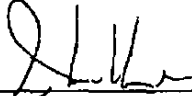
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CERTIFICATE PURSUANT TO SECTION 617.1007 OF THE ACT

1. The foregoing Amended and Restated Articles of Incorporation of the Corporation contain amendments requiring member approval.
2. The Amended and Restated Articles of Incorporation were approved by Written Consent of the Sole Remaining Member of the Corporation dated January 10, 2008.
3. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and any amendments thereto.

Date: January 10, 2008

ALPHA ONE FOUNDATION, INC.

BY: 
Printed Name: John W. Walsh
Its: President