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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: American Society for Bariatric Surgery Foundation, Inc.

DOCUMENT NUMBER: N98000002848

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

Please return all correspondence concerning this matter to the following:

Michael T. Hartney, Esq.
(Name of Contact Person)

Corday & Hartney PLC
(Firm/ Company)

11665 Avena Place, Ste. 202
(Address)

San Diego, CA 92128
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Michael T. Hartney, Esq. at (858) 385-2774
(Name of Contact Person) (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
409 E. Gaines Street
Tallahassee, FL 32399

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

AMERICAN SOCIETY FOR BARIATRIC SURGERY FOUNDATION, INC.

(a Corporation Not for Profit)
Document Number N98000002848

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REGISTERED
STATE OF FLORIDA

Article I-Name

The name of the Corporation is American Society for Bariatric Surgery Foundation, Inc.

Article II- Principal Office

The address of the Corporation's principal office is 100 SW 75th Street, Ste. 201, Gainesville, Florida 32607.

Article III- Registered Agent and Registered Office

The name of the Corporation's registered agent and the registered address are: Georgeann Mallory, 100 SW 75th Street, Ste. 201, Gainesville, Florida 32607.

Article IV- Duration

The Corporation shall exist perpetually.

Article V-Purpose

1. This Corporation is a nonprofit corporation and is not organized for pecuniary gain or the private gain of any person. It is organized under the Not for Profit Corporation Act of the State of Florida and is organized exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. This corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt 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, or (b) a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. No 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 any candidate for public office.

2. Within the context of these general purposes, the Corporation's specific purposes are to aid and promote, primarily through the use of direct or indirect contributions of funds from the general public, awareness of obesity, awareness and advancement of bariatric surgery, and education in and regarding bariatric surgery among general surgeons, medical

professionals, surgeons in training, residents and fellows, general nutritionists and schools conferring degrees in nutrition, the general nursing profession, the general medical profession, the general health management industry, and the general public.

Article VI-Non-Stock Corporation

The Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to any person.

Article VII-Directors

The authorized number of members of the Board of Directors shall be nine (9). The qualifications of Directors, the manner of election and the terms of office of Directors shall be as set forth in the Corporation's Bylaws.

Article VIII-Officers

The Officers of the Corporation shall consist of a President and a Secretary-Treasurer. The qualifications of Officers, the manner of election and the terms of office of the Officers shall be as set forth in the Corporation's Bylaws.

Article IX-Members

The Corporation shall have no members.

Article X-Indemnification

To the fullest extent permitted by law, and except as provided in Section 617.0834 of Florida Statutes, this Corporation shall indemnify its directors (i.e., Members of the Board), officers, employees and agents as provided in Sections 617.0831 and 607.0850 of Florida Statutes. The right of indemnification includes the right to advancement of expenses as provided in and as determined in accordance with said statutes.

Article XI-Distribution of Assets Upon Dissolution or Liquidation


No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. In the event of liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Article XII-Amendments

These Articles may be amended by a vote of a majority of the Directors.

WHEREFORE, the foregoing Amended and Restated Articles of Incorporation of American Society for Bariatric Surgery Foundation, Inc., a Florida Not for Profit Corporation, were duly adopted by the Board of Directors of said Corporation on September 29, 2004, there being no members entitled to vote on the amendments, to become effective immediately. These Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation filed May 15, 1998.

Executed this 1 day of Nov, 2004.



Lawrence S. Barzune, M.D.
President

Articles of Amendment
to
Articles of Incorporation
of

American Society for Bariatric Surgery Foundation, Inc.

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

N98000002848

(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)**

See attached Amended and Restated Articles of Incorporation

Article II, Principal Office- amended

Article III, Initial Registered Agent- amended

Article IV, Duration- amended

Article V, Purpose- amended

Article VII, Incorporator- deleted

Article VIII, Directors- amended, new Article VII

Article IX, Officers- amended, new Article VIII

Article X, Bylaws- deleted

Article XI, Membership Requirement- amended, new Article IX

Article XIII, Selection of Officers- deleted

Article XIV, Election of Director- deleted

Article XV, Distribution of Assets Upon Dissolution- amended, new Article XI

(Attach additional pages if necessary)

(continued)

Articles of Amendment to Articles of Incorporation of
American Society for Bariatric Surgery Foundation, Inc.

continuation sheet:

Amendments Adopted (continued):

New Article X, Indemnification

The date of adoption of the amendment(s) was: September 29, 2004

Effective date if applicable: September 29, 2004
(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.

Signed this 1st day of Nov, 2004.

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

Lawrence S. Barzune, MD
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35