



UNIVERSITY OF FLORIDA

N99000006137

Office of the General Counsel

123 Tigert Hall  
PO Box 113125  
Gainesville, FL 32611-3125  
(352) 392-1358  
Fax (352) 392-4387

October 5, 1999

Secretary of State  
Division of Corporation  
P.O. Box 6327, 409 East Gaines Street  
Tallahassee, FL 32314

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-10/12/99--01008--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Filing of Articles of Incorporation of Florida Veterinary Medicine Faculty Association, Inc.

To Whom It May Concern:

Enclosed is the original Articles of Incorporation of Florida Veterinary Medicine Faculty Association, Inc., for filing with the Secretary of State. A check is enclosed for \$78.75 to cover costs of filing fee (\$35.00), Registered Agent (\$35.00) and certified copy (\$8.75).

If you have any questions, give me a call.

Sincerely,

W. Scott Cole  
Associate General Counsel

WSC/clt  
enclosures

FILED  
99 OCT 12 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 10/12/99

**ARTICLES OF INCORPORATION  
OF  
FLORIDA VETERINARY MEDICINE FACULTY ASSOCIATION, INC.**

FILED  
99 OCT 12 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as Incorporator of **FLORIDA VETERINARY MEDICINE FACULTY ASSOCIATION, INC.**, ("Corporation"), a not-for-profit corporation organized for scientific, educational, and charitable purposes under the provisions of Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I.**

**NAME**

The name of this Corporation is Florida Veterinary Medicine Faculty Association, Inc. The principal office and place of business of the Corporation shall be University of Florida College of Veterinary Medicine, 2015 SW 16th Avenue, Gainesville, Florida 32610.

**ARTICLE II.**

**PURPOSES, LIMITATIONS AND DISSOLUTION**

**Section 2.1. Purposes.** The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes in support of the University of Florida Health Science Center and its associated programs.

**Section 2.2. Limitations on Actions.** All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income to its members, directors or officers, and the private property of subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan as approved by the Chancellor of the Board of Regents of the State of Florida or the rules of the Board of Regents, as amended from time to time.

**Section 2.3 Dissolution.** Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation for the benefit of the University of Florida College of Veterinary Medicine provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Veterinary Medicine, preferably for its veterinary

medical programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Code 1954 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

### **ARTICLE III.**

#### **POWERS**

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific, and educational purposes.

### **ARTICLE IV.**

#### **MEMBERSHIP**

Section 4.1 Qualification. The Dean of the University of Florida College of Veterinary Medicine (the "College"), an administrator of the college appointed by the Dean, University of Florida's Vice President for Health Affairs, the Executive Vice President of the Corporation, if one is appointed by the Dean, and faculty members of the College who are assigned to the teaching hospital will be members.

### **ARTICLE V.**

#### **TERMS OF EXISTENCE**

The Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida and the rules of the Board of Regents.

### **ARTICLE VI.**

#### **INCORPORATOR**

The names and post office address of the incorporator is:

NAME

Joseph DiPietro, DVM

ADDRESS

PO Box 100125  
College of Veterinary Medicine  
Dean's Office  
Gainesville, FL 32610

ARTICLE VII.

OFFICERS

The officers of the Corporation will be elected as provided in the By-laws.

ARTICLE VIII.

BOARD OF DIRECTORS

The corporation shall be managed, its properties controlled and its affairs governed under the direction of its Board of Directors. The terms and manner of election of the directors shall be as provided in the Bylaws.

ARTICLE IX.

STOCKS AND DIVIDENDS PROHIBITED

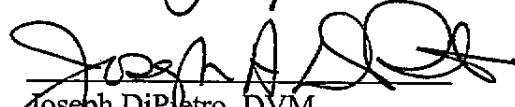
The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income of its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

ARTICLE X.

OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is University of Florida College of Veterinary Medicine, 2015 SW 16th Avenue, Gainesville, FL 32610. The mailing address of the registered office is Office of the General Counsel, P.O. Box 113125, Gainesville, FL 32611-3125. The name of the Corporation's registered agent at the registered office is Pamela J. Bernard.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the purposes therein set forth, all as of this 29th day of July, 1999.

  
Joseph DiPietro, DVM  
Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 29th day of July, 1999 by Joseph DiPietro, DVM, who is personally known to be or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



Notary Public, State of Florida

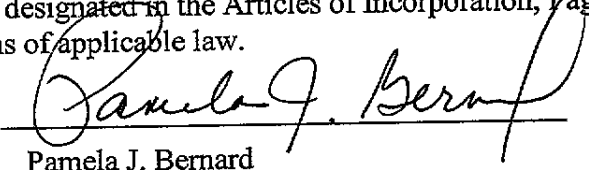
Name: \_\_\_\_\_

Commission No: \_\_\_\_\_



**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for FLORIDA VETERINARY MEDICINE FACULTY ASSOCIATION, INC., at the place designated in the Articles of Incorporation, I agree to act in such capacity and agree to comply with the provisions of applicable law.

  
Pamela J. Bernard

Registered Agent

FILED  
99 OCT 12 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA