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TALLAHASSEE, FLORIDA

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Restated Art
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **ASPENS OF OPHTHALMOLOGY, INC.**

DOCUMENT NUMBER: **N 14000006596**

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

Please return all correspondence concerning this matter to the following:

Jennifer Loh

(Name of Contact Person)

(Firm/ Company)

1700 SW 78th Ave, #812

(Address)

PLANTATION, FL 33324

(City/ State and Zip Code)

jenniferloh13@gmail.com

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

For further information concerning this matter, please call:

JAY FLEISHER, ESQ

(Name of Contact Person)

at **561**

627-7004

(Area Code & Daytime Telephone Number)

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

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
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Certificate of Status
Certified Copy
(Additional Copy is
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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

**RESTATED ARTICLES OF INCORPORATION
OF
ASPENS OF OPHTHALMOLOGY, INC.**

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Article I: Name

The name of the corporation Not for Profit shall be **ASPENS OF OPHTHALMOLOGY, INC.** (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purposes, Powers and Limitations

3.1 A. Nonprofit Corporation. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

B. The Corporation is organized and shall be operated exclusively as a business league within the definition, meaning and intent of section 501(c)(6) of the Internal Revenue Code (the "Code") or the corresponding section of any future federal tax code.

C. The Corporation shall be an association of persons having a common business interest in the field of ophthalmology, shall promote that common interest and shall operate so as to improve business conditions of the practice of ophthalmology,

D. To carry on such other activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(6) of the Code, or the corresponding section of any future federal tax code

3.2 Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

3.3 The Corporation shall not engage (other than incidentally) in a regular business of a kind ordinarily carried on for profit, and shall not engage in the performance of particular services for individual persons.

Article IV: Limitations

4.1 Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of sections 501(c)(3) and/or 501(c)(6) of the Code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V: Members

5.1 The Corporation shall have members. The rights and obligations of the members of the Corporation shall be specified in the Bylaws of the Corporation.

Article VI: Directors

6.1 The number of directors constituting the initial Board of Directors of the Corporation shall be at least three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3).

6.2 The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the Bylaws of the Corporation.

6.3 The powers, duties, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be specified in the Bylaws of the Corporation.

6.4 Directors of this Corporation, and any Officers elected by the Directors of this Corporation, shall serve in their capacity as such without compensation except for reimbursement for actual expenses. Notwithstanding the foregoing, if an individual elected as a board member or officer is also a salaried employee of the Corporation, the individual may receive reasonable compensation as a salaried employee (and not as a director) in accordance with procedures adopted by the Board and in accordance the Florida Not for Profit Corporation Act and the Code, or the corresponding section of any future federal tax code, which procedures shall be administered by an independent Compensation Committee appointed by the Board in accordance with procedures set out in the Bylaws.

Article VII: Director Liability Limitations

7.1 If the Florida Not For Profit Corporations Act, or any other law, is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of this Corporation shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, or other law, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article VIII: Indemnification and Insurance

8.1 Right to Indemnification. The Corporation shall have the power and authority to provide indemnification in accordance with the law and the bylaws of the Corporation.

8.2 Insurance. The Corporation may maintain insurance at its expense in accordance with the bylaws of the Corporation.

Article IX: Bylaws

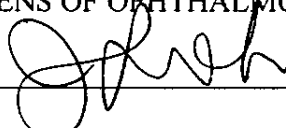
The Board of Directors shall adopt the Bylaws of the Corporation. The authority to make, alter, amend or repeal the Bylaws of the Corporation is vested solely in the Board of Directors.

Article X: Amendments

These Articles of Incorporation may be amended at any regular meeting of the Members of the Corporation or at any special meeting of the Members of the Corporation called for that purpose, in either case upon receiving the vote of a majority of the Members then qualified to vote.

Signed this 28 day of December, 2014.

ASPENS OF OPHTHALMOLOGY, INC.



By Jennifer Loh
As a Member of the Board of Directors,
ASPENS OF OPHTHALMOLOGY, Inc.

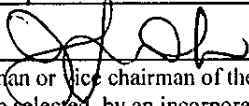
The date of each amendment(s) adoption: DECEMBER 28, 2014, if other than the date this document was signed.

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

Dated 12/28/14

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)

JENNIFER LOH

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)