714355

John Griffin
Requestor's Name

2873 Remington Green Cir, Suite 101
Address

Tallahassee, Fl. 32308 904 385 3531
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Vision Care, Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

FILED
97 FEB -7 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Walk in ☐ Pick up time ________ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
X	Amendment + Restated
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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-02/13/97--01101--005
*****35.00 *****35.00

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

N. HENDRICKS FEB - 7 1997

Examiner's Initials	

CR2E031(1/95)

CARSON & ADKINS

LAWYERS

JAMES C. ADKINS (1915-1994)
LEONARD A. CARSON
ROSA H. CARSON
JOHN E. GRIFFIN
LUCILLE E. TURNER
JASON VAIL

2873 REMINGTON GREEN CIRCLE
SUITE 101
TALLAHASSEE, FLORIDA 32308
(904) 385-3531
FACSIMILE (904) 385-1175

February 7, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: FOA Charities, Inc.

Dear Sirs:

This firm represents Vision Care, Inc., a Florida not for profit corporation, (VCI).

On December 20, 1996, this firm on behalf of VCI reserved the fictitious name FOA Charities, Inc., in anticipation that VCI would amend and restate its articles of incorporation to change its name to FOA Charities, Inc. A copy of the Department's acknowledgment of that reservation is attached. On February 6, 1997 the membership of VCI voted to amend and restate the articles. The amendment and restatement provides, among other things, for VCI to be renamed as FOA Charities, Inc.

This purpose of this letter is to advise the Department of State that this firm relinquishes and surrenders its reservation of the fictitious name FOA Charities, Inc. This relinquishment and surrender shall take effect in conjunction with and simultaneously with the filing of VCI's amended and restated articles of incorporation and is for the purpose of allowing VCI to utilize that name.

Thank you for your anticipated cooperation.

Sincerely,

CARSON & ADKINS

John E. Griffin

John E. Griffin

cc: Terrance W. Naberhaus, O.D.
Alan P. Fisher, O.D.
Howard Braverman, O.D.
Peter D. Liane, O.D.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1996

CARSON & ADKINS
2873 REMINGTON GREEN CIRCLE
SUITE 101
TALLAHASSEE, FL 32308

The name FOA CHARITIES, INC. has been reserved for 120 days beginning December 20, 1996. The reservation number is R96000006018 and this reservation is **NONRENEWABLE.**

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 896A00056806

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VISION CARE, INC.
A Not For Profit Corporation

We the undersigned, being the President and Secretary of Vision Care, Inc., a Florida nonprofit corporation, hereby certify that pursuant to the provisions of Section 617.1007, Florida Statutes, of the Florida Not For Profit Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors on January 5, 1997, and approved by a two-thirds (2/3) vote* of its membership in attendance at a special meeting on February 6, 1997, called for the purpose of voting on the amendments and restatement, hereby adopts the following Amended and Restated Articles of Incorporation:

*The number of votes cast was sufficient for approval.

Article I is amended to read as set forth herein.

Article II is amended to read as set forth herein.

Old Article III is deleted in its entirety.

Old Article IV is renumbered as Article III.

Old Article V is renumbered as Article IV and is amended to read as set forth herein.

Old Article VI is renumbered as Article V and is amended to read as set forth herein.

Old Article VII is renumbered as Article VI and is amended to read as set forth herein.

Old Article VIII is renumbered as Article VII and is amended to read as set forth herein.

Old Article IX is renumbered as Article VIII and is amended to read as set forth herein.

Old Article X is renumbered as Article IX and is amended to read as set forth herein.

Old Article XI is deleted in its entirety.

Old Article XII is renumbered as Article X and is amended to read as set forth herein.

New Article XI is added and reads as set forth herein.

ARTICLE I

Name

The name of this corporation is FOA CHARITIES, INC.

ARTICLE II

Purposes and Powers

The corporation is organized and at all times hereafter shall be operated exclusively to support, benefit or perform the charitable, educational, and scientific activities and purposes of the Florida Optometric Association, Inc., an organization maintaining a tax status described in Section 501 (c) (6) of the Internal Revenue Code, or the corresponding section of any future tax code. The corporation may do and perform only those acts and things which may be deemed necessary for the proper and successful prosecution or furtherance of the above stated object and purpose for which the corporation is created.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 herein.

This corporation shall have no capital stock and is organized bona fide as a not for profit corporation.

Except as provided in the Articles of Incorporation and By-laws, all corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, its Board of Directors.

ARTICLE III

Term of Existence

This corporation is to exist perpetually.

ARTICLE IV

Subscribers

The names and addresses of the subscribers to these Amended & Restated Articles are as follows:

Name	Address
Terrance W. Naberhaus, O.D.	2420 S. Babcock Street Melbourne, FL 32901
Alan P. Fisher, O.D.	2025 E. Edgewood Drive Lakeland, FL 33803
Roy Landreth	2303 Bourgogne Drive Tallahassee, FL 32308
John M. Renaldo, O.D.	4400 N. Federal Highway Suite 134 Boca Raton, FL 33431-5181
James W. Andrews, O.D.	5062 Mobile Highway Pensacola, FL 32506
Howard Braverman, O.D.	1935 E. Hallandale Beach Blvd. Hallandale, FL 33009
Peter D. Liane, O.D.	100 Bay Street Jacksonville, FL 32202
John W. McClane, III, O.D.	6 South 14th Street Fernandina Beach, FL 32034
Ray Neff	2601 Cattlemen Road Sarasota, FL 34232-6249

ARTICLE V

Officers

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Name	Office
Alan P. Fisher, O.D. 2025 E. Edgewood Drive Lakeland, Florida 33803	President
Ronald R. Foreman, O.D 1387 South First Street Lake City, Florida 32055	Vice-President
John W. McClane, III, O.D. 6 South 14 th Street Fernandina Beach, Florida 32034	Secretary
Judith A. Clay, O.D. 2567 Capital Medical Blvd. Tallahassee, Florida 32308	Treasurer

Section 3. The officers shall be elected annually by the Board of Directors in the manner provided in the By-laws.

ARTICLE VI

Board of Directors

Section 1. The affairs of this corporation shall be managed by a Board of Directors consisting of nine (9) members. The Directors shall be elected to the Board by the membership of the Florida Optometric Association, Inc. (FOA) in attendance at the annual business meeting of the FOA. Directors shall be elected by the FOA membership from a slate of nominees proposed by the Board of Trustees of the FOA.

Section 2. The Directors shall be classified into three classes of 3 Directors each. The classes shall be referred to as Class A, Class B, and Class C. The initial Class A Directors named below shall serve a term until the 1998 annual business meeting of the FOA membership. The initial Class B Directors named below shall serve a term until the 1999 annual business meeting of the FOA membership. The initial Class C Directors named below shall serve a term until the 2000 annual business meeting of the FOA membership. Each class shall hold office until its successors are elected and qualified. At each annual business meeting of the FOA membership, the date of which shall be fixed by the FOA, the successors of the class of Directors whose terms expire at that meeting shall be elected to hold office for a term expiring at the annual business meeting of the FOA membership held in the third year of election.

Section 3. The name, address, and respective class of the first Directors who shall manage the affairs of this corporation until their successors are elected and qualified as prescribed in Section 2. above are as follows:

Name	Address	Class
Ronald R. Foreman, O.D.	1387 South First Street Lake City, FL 32055	A
Christopher B. King, O.D.	1800 Placida Road Englewood, FL 34223	A
Sidney J. Stern, O.D.	8732 Sunset Drive Miami, FL 33173	A
John W. McClane, III, O.D.	6 South 14th Street Fernandina Beach, FL 32304	B
Judith A. Clay, O.D.	2567 Capital Medical Blvd. Tallahassee, FL 32308	B
David S. Loshin, O.D.	32000 S. University Drive Ft. Lauderdale, FL 33328	B
James W. Andrews, O.D.	5062 Mobile Highway Pensacola, FL 32506	C
Howard Braverman, O.D.	1935 E. Hallandale Beach Blvd. Hallandale, FL 33009	C
Alan P. Fisher, O.D.	2025 E. Edgewood Drive Lakeland, FL 33803	C

ARTICLE VII

By-laws

Section 1. The Board of Directors of this corporation may provide such By-laws for the conduct of the business of the corporation and the carrying out of the purposes of the corporation as they may deem necessary and proper from time to time.

Section 2. The By-laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose upon due notice as provided in the By-laws.

ARTICLE VIII

Amendments

These Articles of Incorporation may be amended only by a majority vote of those members of the Board of Directors then in office present at any regular meeting or special meeting called for that purpose upon due notice as provided in the By-laws.

ARTICLE IX

Location

The principal office of this corporation shall be in the City of Tallahassee, County of Leon, State of Florida, but the corporation may have and maintain branches, offices and places of business and activities elsewhere in the State of Florida. The mailing address of the corporation is 2873 Remington Green Circle, Suite 101, Tallahassee, Florida 32308.

ARTICLE X

Distribution of Assets Upon Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertakings of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or to the Federal government, or to a state or local government, for a public purpose, and none of the assets will distributed to any members, officer or trustee of this corporation. 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 XI

Registered Agent

The name and the street address of the corporation's registered agent is Leonard A. Carson, Esq., 2873 Remington Green Circle, Suite 101, Tallahassee, Florida 32308.

The foregoing Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, we hereby set our hands and seals this 7th day of February, 1997.

VISION CARE, INC.

By: ________________________

President
Chairman, Board of Directors

By: ________________________

Secretary

STATE OF FLORIDA
COUNTY OF LEON

Before me, the undersigned authority, personally appeared Terrance W. Naberhaus, O.D. and Roy Landreth, as President and Secretary of Vision Care, Inc.,to me well known to be the persons described in and who executed the foregoing Restated and Amended Articles of Incorporation, and, after being first duly sworn, severally acknowledged to and before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of February, 1997

John E. Griffin

Notary Public
State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
JOHN E GRIFFIN
My Commission CC331213
Expires Nov. 17, 1997
Bonded by HAI
800-422-1555

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1a. The name of the corporation is: FOA Charities, Inc.

1b. The mailing address of the corporation is : 2873 Remington Green Circle, Suite 101, Tallahassee, FL 32308

1c. Date of incorporation:________ Document number: ________

2. The name and address of the current registered agent and office:

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

See Amended + Restated Articles

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) (Date)

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Leonard A. Carson 2/7/97

(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045(11/94) FILING FEE: $35.00