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COR AMND/RESTATE/CORRECT OR O/D RESIGN**L.D. PANKEY DENTAL FOUNDATION, INC.**

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Amended
Restated
10/17/07



October 17, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

L.D. PANKEY DENTAL FOUNDATION, INC.

ONE CRANDON BLVD.

KEY BISCAYNE, FL 33149

SUBJECT: L.D. PANKEY DENTAL FOUNDATION, INC.

REF: 716989

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Pamela Smith
Regulatory Specialist II

FAX Aud. #: H07000256457
Letter Number: 007A00061069

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

L.D. PANKEY DENTAL FOUNDATION, INC.

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, L.D. Pankey Dental Foundation, Inc. (the "Corporation") adopts the following Amended and Restated Articles of Incorporation to replace in their entirety the existing Articles of Incorporation of the Corporation.

ARTICLE I
NAME

The name of the Corporation is:

L.D. Pankey Dental Foundation, Inc.

ARTICLE II
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is:

One Crandon Boulevard
Key Biscayne, Florida 33149

ARTICLE IV
PURPOSES

The Corporation is organized and shall operate exclusively for educational, scientific and charitable purposes. The general nature of the objects, purposes and powers of the Corporation shall be to:

- (a) Provide for and promote comprehensive dental education at the undergraduate, graduate, post graduate and continuing educational levels;
- (b) Provide for dental scholarships, assistantships and professorships;

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- (c) Provide for dental health education and research projects;
- (d) Establish awards, prizes, honors and medals for meritorious work for dental education and professional achievement for the purpose of encouraging continuing contribution to the advancement of the dental health of the general public;
- (e) Provide for the development and distribution of scientific and educational media, literature and information; provide for grants, aids, and other methods of assistance for dental health research and education for the advancement of optimum dental longevity.
- (f) Provide for the development, support, and maintenance of projects or initiatives for the delivery of health care services consistent with the mission and goals of the Corporation.
- (g) Engage and employ executives, managers, representative, agents, counsel, accountants, consultants or such other persons, firms or corporations as may be necessary and proper for the furtherance, promotion, maintenance and operation of said dental health education program or programs;
- (h) Purchase, lease, build and otherwise acquire, hold, mortgage, sell, lease, convey and otherwise dispose of all kinds of property, both real, personal, tangible, intangible, or mixed, both in the State of Florida and in all other states, territories and dependencies of the United States of America;
- (i) Acquire property, real, personal, tangible, intangible, or mixed, by grant, gift, purchase, devise or bequest, and hold, utilize and dispose of such property as the Corporation shall deem to be in accordance with its objects and purposes;
- (j) Generally do and perform any, every, and all acts or things which may be deemed necessary, suitable, proper, convenient, appropriate or incidental to the accomplishment of any of the purposes herein enumerated or of any of the purposes incidental thereto or the attainment of any one or more of the objects or purposes of the Corporation;
- (k) Do all of the foregoing without pecuniary profit; and
- (l) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

It is the express purpose of these Amended and Restated Articles of Incorporation to limit the authority, powers and purposes of the Corporation, and to require the Corporation to conform, to the limitations set forth in the Internal Revenue Code of 1986, as the same may be amended from time to time, and its Regulations as the same now exist, or as they may be hereafter amended from time to time (collectively, the "Code"), with reference to organizations which are organized and operated exclusively for educational and scientific purposes within the purview of Section 501(c)(3) of the Code, and nothing herein shall be construed to grant to the Corporation any powers or purposes not contemplated and authorized under said Section.

No substantial part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed as provided by law exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code or to the federal, state or local government for exclusively public purposes.

ARTICLE V **ADVISORS AND DIRECTORS**

The Corporation shall have members with such qualifications and rights, including voting rights, as shall be provided in the By-Laws of the Corporation. Members shall be known as "Advisors" and hereinafter referred to as such. All corporate powers not provided to the Advisors in the By-Laws of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation. The members of the Board of Directors of the Corporation shall be elected in accordance with the procedures provided in the By-Laws of the Corporation and may be divided into classes as provided in such By-Laws. Upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, (i) the persons who are members of the Board of Trustees of the Corporation upon such filing shall become the members of the Board of Directors of the Corporation and shall continue in office until their successors are elected and qualified in accordance with the procedures provided in the By-Laws of the Corporation, and (ii) the persons who are members of the Board of Directors of the Corporation upon such filing shall become the Advisors of the Corporation.

ARTICLE VI
REGISTERED AGENT

The registered agent of the Corporation is Corporation Service Company who address is 1201 Hays Street, Tallahassee, Florida 32301. The Board of Directors may from time to time designate such other person as its registered agent or such address and place for the registered office of the Corporation as it may see fit.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of L.D. Pankey Dental Foundation, Inc. are hereby executed on this 11th day of October, 2007.

L.D. PANKEY DENTAL FOUNDATION, INC.

By: Tony Trujillo
Name: Tony Trujillo, President

CERTIFICATE

These Amended and Restated Articles of Incorporation were approved and adopted in accordance with Sections 1002 and 1007 of the Florida Not For Profit Corporation Act by a majority vote of the Board of Directors of record on October 11, 2007, and by a majority of the members of the Board of Trustees of the Corporation in office and entitled to vote on such date, constituting a sufficient number of votes cast for its approval under the Florida Not For Profit Corporation Act.

L.D. PANKEY DENTAL FOUNDATION, INC.

By: Tony Trujillo
Name: Tony Trujillo, President

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for L.D. Pankey Dental Foundation, Inc. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 617, Florida Statutes.

Dated: October 17, 2007


Registered Agent
Joyce L. Markley
as its agent