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**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIONS EYE INSTITUTE FOR TRANSPLANT AND RESEARCH, INC.**

We, the undersigned, do hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, under the following proposed Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Lions Eye Institute for Transplant and Research, Inc., with its principal office in Hillsborough County, Florida.

ARTICLE II

The Corporation is formed exclusively for charitable, educational and scientific purposes, including the making of distributions for such purposes to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). These purposes include the following:

(A) To receive by the way of gift or otherwise, and to acquire eyes, or parts of eyes, of deceased human beings and of living human beings whose eyes or parts thereof are of no use to them, or of animals or any other ocular material; to hold the same as a depository and to preserve the same, to deliver the same or any parts thereof to hospitals, physicians, students and others for purposes of research or aid to preserve sight, or to help to prevent or avoid blindness or impairment of vision of any sort.

(B) To receive by way of gift or otherwise, and to acquire bone or other tissue, of deceased human beings, to transport the tissue to be processed, preserved, and placed in an appropriate organization; so that it may be utilized for transplantation, medical research or education; for uses in attempting to restore broken or diseased bone or tissue, or to help prevent or to cure orthopedic or other disease.

(C) Acquire or build, equip, maintain, own and provide for the operations of, or operate, a building or buildings for the establishment of an Eye and Tissue Bank in Hillsborough County, Florida, and with branches in other locations.

(D) To carry on, directly or indirectly, such research experimentation and education as may be reasonably calculated to be of value in saving, restoring, aiding or preserving eyesight, to maintain laboratories, clearing houses of information and the like for this purpose, and for the purposes of disseminating information about transplantation of human tissue.

(E) To receive by way of gift or otherwise, to purchase, to cause to be constructed or otherwise to acquire proper facilities for the reception, care and preservation of such eyes, parts of eyes and other ocular material and other human tissue.

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(F) Sue and be sued and appear, defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(G) Adopt, change, amend and repeal By-Laws for the administration of the affairs of the Corporation and the exercise of its corporate powers, consistent with the law and these Articles of Incorporation.

(H) Set, as the By-Laws may direct, the number of its Directors so that the number shall not be less than five (5) voting members. The method of election of its Directors shall be as stated in the By-Laws.

(I) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge all or any of its property, franchises or income.

(J) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by these Articles in any state, territory, district, or possession of the United States or any foreign country.

(K) To acquire, by way of gift or otherwise, to buy, sell, rent, lease and exchange real estate, improved or unimproved, and to build, construct, alter or otherwise to acquire or obtain the use of and to improve and operate any and all buildings and other improvements on such real estate as may be suitable or convenient for the carrying out of any of the purposes of the Corporation.

(L) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(M) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(N) Purchase, take, receive, subscribe for or otherwise acquire, hold, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

(O) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(P) To aid freely and voluntarily, in any manner which may be permitted by law, by loan, guaranty, grant, scholarship, fellowship, subsidy or otherwise any corporation, association, surgeon, physician, scientist, person or student engaged in saving, restoring, aiding or preserving eyesight, or in attempting to do so, or in helping to prevent or avoid blindness or impairment of vision of any sort, or in inquiring into the cause of blindness or in whose work or welfare the Corporation may have any lawful interest.

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(Q) Without limit as to amount, to receive gifts of money or property and to hold the same for the purposes of the Corporation and its work.

(R) Have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Corporation is organized.

(S) Pursue any other lawful activity in furtherance of the mission of the Corporation.

ARTICLE III

The members of the Corporation shall be the Board of Directors, who shall be the sole voting members of the Corporation.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

All Amendments to these Articles of Incorporation or the By-Laws are to be approved by the Board of Directors with the approval of a two-thirds (2/3) majority vote of the Board of Directors present, a quorum being present, provided that the text of the proposed change(s) has been mailed or otherwise delivered to all Directors at least ten (10) days in advance of the meeting at which the final vote is to be taken. Once approved by the Board of Directors, the change(s) will be mailed or otherwise delivered to the Council of Governors of Lions Multiple District 35.

ARTICLE VI

[Intentionally Blank]

ARTICLE VII

[Intentionally Blank]

ARTICLE VIII

The Board may create an Honorary Membership for any person or persons or corporation who shall have given of their time, energy and resources in the aid of corrective treatment of the eyes.

ARTICLE IX

NOTE: Article IX consists of the original signatories which are on file with the State of Florida.

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ARTICLE X

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 in Article II hereof. No substantial part of the 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation to one or more Lions Clubs from Multiple District 35. In the event there are no Lions Clubs from Multiple District 35, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or in such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Notwithstanding any other provision herein to the contrary, the Board of Directors shall not revise this Article without the approval of a three-fourths (3/4) majority vote of the Directors, a quorum being present.

IN WITNESS WHEREOF, we have hereunto set our hands this 22nd day of April, A.D. 2013.

Lions Eye Institute for Transplant
and Research, Inc.

BY:

JASON R. WOODY,
President/Chief Executive Officer

prepared by: Ronald A. Christaldi
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602
(813) 221-7152

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**CERTIFICATE AS TO THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIONS EYE INSTITUTE FOR TRANSPLANT AND RESEARCH, INC.**

WE HEREBY ACKNOWLEDGE, as the duly elected and qualified President and Secretary of Lions Eye Institute for Transplant and Research, Inc., (the "Corporation") the following:

That these Third Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation at a duly called meeting on the 22nd day of April, 2013, pursuant to Section 617.1007, Florida Statutes; and

That the Corporation had no members entitled to vote on these Third Amended and Restated Articles of Incorporation.

Dated this 22nd day of April, 2013.

**Lions Eye Institute for Transplant
and Research, Inc.**

BY: _____

JASON K. WOODY,
President/Chief Executive Officer

Attest: _____

Margie Franklin
Secretary