

731323

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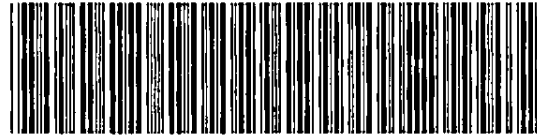
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Dade County Dental Research Clinic

DOCUMENT NUMBER: 731323

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

Please return all correspondence concerning this matter to the following:

Mario Alvarez

(Name of Contact Person)

Dade County Dental Research Clinic

(Firm/ Company)

750 NW 20th Street Building G-110

(Address)

Miami, FL 33127

(City/ State and Zip Code)

malvarez@csmiles.org

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

For further information concerning this matter, please call:

Mario Alvarez

305

363-2218

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION -
(Superseding All Prior Articles)

ARTICLE 1 – NAME and PLACE OF BUSINESS

- 1.1 The name of this corporation shall be Dade County Dental Research Clinic, Inc. (hereinafter, the "Corporation").
- 1.2 The Corporation's current principal place of business is located at 750 NW 20th Street, Miami, Florida 33127.

ARTICLE 2 – PURPOSE

- 2.1 This Corporation is organized exclusively for charitable, scientific and educational purposes including, without limitation, to provide a clinical and academic center:
 - 2.1.1 For the continued betterment of the practice of dentistry in the community through provision of postgraduate and advanced training;
 - 2.1.2 To provide dental service to the low income, uninsured, and those in the community who are underserved by private care delivery;
 - 2.1.3 To serve as a facility in which instruction to qualified students in the dental auxiliary vocations may be provided;
 - 2.1.4 To provide advanced training and experience in dentistry.
- 2.2 To this end, the Corporation shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.
- 2.3 Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

- 2.4 No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these Bylaws.
- 2.5 As stated in the Articles, upon termination or dissolution of the Clinic, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the Clinic as selected by the procedures set forth in the Bylaws.

ARTICLE 3- OPERATIONS

At all times, the Corporation shall operate under the following conditions which govern and restrict its operations and activities:

- 3.1 The Corporation shall not afford pecuniary gain, incidentally or otherwise to its members except that reasonable compensation may be approved by the Board to be paid for services rendered to or for the Corporation affecting one or more of its purposes. Net earnings, if any, of this Corporation shall be used to carry out the non-profit corporate purposes set forth in Article 2;
- 3.2 The Corporation shall not engage in propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public of any position except in a manner approved by the Board in advance which position or information is limited to those matters bearing on, improving or extending the ability of the Corporation to meet its intended purposes provided that the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;
- 3.3 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV - DURATION

The duration of existence of this Corporation shall be perpetual.

ARTICLE V – MEMBERSHIP

- 5.1 The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties and franchises.
- 5.2 The Board may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board and to make determinations or changes as to those affiliates' rights, privileges, and obligations. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Clinic but Affiliates have no voting rights, and are not members of the Corporation. Any dues for affiliates shall be as determined by the Board.
- 5.3 The Board, a designated committee of the Board, or any duly elected Officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate and to recognize representatives of affiliates. At the discretion of the Board, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Corporation's website.
- 5.4 At no time shall specific affiliate personal information be shared with or sold to other organizations or groups without the affiliate's consent.

ARTICLE VI - GOVERNANCE / DIRECTORS & OFFICERS

- 6.1 The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's Bylaws. No Director, however, shall have any right, title, or interest in or to any property of the Corporation.
- 6.2 The process for governance shall be set forth in the Bylaws as approved from time to time by the Board.
- 6.3 The composition, number, term, length of term, qualifications, and process for appointment and removal of Directors shall thereafter be determined by the Board and shall be enumerated in the then current Bylaws of the Corporation. At no time, however, may the number of Directors be fewer than five (5) nor greater than twenty-one (21).
- 6.4 The officers of the Corporation as of the date of adoption of these Articles include:

President: Alfred H. Underwood, DDS
Secretary: Alex De La Cruz
Treasurer: John Nichols

ARTICLE VII - BENEFIT AND OBLIGATION

- 7.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, employee, or other individual, partnership, estate, trust or Corporation having a personal or private interest in the Corporation.
- 7.2 Compensation for services rendered and reimbursement for expenses incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts.
- 7.3 No Officer or Director of this Corporation shall be personally liable for the debts or obligations of the Corporation, of any nature whatsoever, nor shall any property belonging to an officer or director be subject to the payment of the debts or obligations of the Corporation.

ARTICLE VIII - REGISTERED AGENT

The registered agent of this Corporation, as of the date of adoption of these Articles of Incorporation, shall be Mario Alvarez. The Board of Directors may, in its discretion, thereafter approve successors by and through its deliberative process and via official action.

ARTICLE IX - AMENDMENT

Any future amendment of these Articles may be made only by a by-thirds (2/3) vote of the Board of Directors, at a duly noticed meeting, attended by a quorum of Directors, provided a copy of the proposed amendments have been delivered to all Directors no fewer than ten (10) days prior to the meeting at which the vote is to take place.

CERTIFICATE OF ADOPTION OF

AMENDED AND RESTATED ARTICLES OF INCORPORATION

I do hereby certify that the above stated Amended and Restated Articles of Incorporation of DADE COUNTY DENTAL RESEARCH CLINIC, INC. (the "Articles"), were approved by the its board of directors on July 25, 2017 and constitute a complete copy of the Articles of the Corporation.



Alex De La Cruz, Secretary

Dated: 8/2/17

The date of each amendment(s) adoption: Jul 25, 2017, if other than the date this document was signed.

Effective date if applicable: Jul 25, 2017
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 8-4-17

Signature Afred H. Underwood Jr
(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)

Afred H. Underwood Jr
(Typed or printed name of person signing)

President / Chairman
(Title of person signing)