

733901

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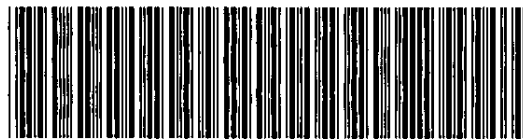
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DIVISION OF CORPORATION

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13 AUG 29 PM 12:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

AUG 29 2013

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FLORIDA SOCIETY OF DERMATOLOGY

AND DERMATOLOGIC SURGERY, INC.

Signature _____

Requested by: Seth

08/29/13

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
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____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA SOCIETY OF DERMATOLOGY AND DERMATOLOGIC
SURGERY, INC.
Document Number 733901**

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida Not for Profit Corporation deletes its current Articles of Incorporation and Amendments thereto in their entirety and adopts the following Amended and Restated Articles of Incorporation.

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TALLAHASSEE, FLORIDA

The below Amended and Restated Articles of Incorporation were approved by the members on May 26, 2013, and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval

FIRST: The name of the corporation ("Corporation") shall be Florida Society of Dermatology and Dermatologic Surgery, Inc.

The principal place of business of this corporation shall be 11891 Magnolia Falls Drive, Jacksonville, Florida, County of Duval, 32258.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the Corporation is organized, which shall continue to be the purposes of the Corporation until and if the same be amended pursuant to the provisions of the Florida Not for Profit Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which a corporation may be incorporated under the Florida Not for Profit Corporation Act, are as follows:

The purposes for which the Corporation is organized and operated shall be to operate solely within the exemption provided for by 26 U.S.C.A., Internal Revenue Code, Section 501(c)(6), and any amendments thereto, namely:

- A. To promote the study of dermatology.
- B. To conduct cultural and educational activities that will best carry out its purpose.
- C. To elevate the standards of training and education in dermatology in Florida.
- D. To have all of the powers conferred upon corporations organized under the Florida Not For Profit Corporation Act.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation, no part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501 (c) (6) purposes. 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. The Corporation shall not at any time engage in a regular business of a kind ordinarily carried on for profit, nor shall the Corporation carry on other activities not permitted to be carried only a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of the United States, as the same may be hereafter amended.

FOURTH: In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets remaining to such charitable, educational, or scientific organizations as shall from time to time qualify as exempt organizations pursuant to Sections 501(c)(3) of the Internal Revenue Code, as the same may be hereafter amended.

FIFTH: The address of the initial registered office of the Corporation in the State of Florida is 11891 Magnolia Falls Drive, Jacksonville, County of Duval, Florida 32258; and the name of the initial registered agent of the Corporation at such address is Paula H. Baumgardner.

SIXTH: The standards for eligibility of members shall be contained in the Bylaws of the Corporation.

SEVENTH: The manner in which the directors of the Corporation shall be elected shall be contained in the Bylaws of the Corporation.

The names and addresses of the current members of the Board of Directors are:

Clifford W. Lober, M.D.	11891 Magnolia Falls Drive, Jacksonville, FL 32258
Steven P. Rosenberg, M.D.	11891 Magnolia Falls Drive, Jacksonville, FL 32258
Oliver Reed, M.D.	11891 Magnolia Falls Drive, Jacksonville, FL 32258
Oren H. Lifshitz, M.D.	11891 Magnolia Falls Drive, Jacksonville, FL 32258
Kristin Smallwood, M.D.	11891 Magnolia Falls Drive, Jacksonville, FL 32258

Terrence Cronin, Jr. M.D.

11891 Magnolia Falls Drive,
Jacksonville, FL 32258

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Marc Iglese, M.D.

11891 Magnolia Falls Drive,
Jacksonville, FL 32258

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Judith Crowell, M.D.

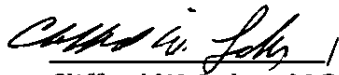
11891 Magnolia Falls Drive,
Jacksonville, FL 32258

Jacqueline Dosal, M.D.

11891 Magnolia Falls Drive,
Jacksonville, FL 32258

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to such person's action in such person's official capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on August 24, 2013.



Clifford W. Lober, M.D, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the undersigned hereby accepts its appointment as the registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Paula H. Baumgardner