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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended & Restated*

T BROWN MAR 19 2003



# Florida Society of Plastic Surgeons, Inc.

P.O. Box 7040, 32238 • 1945 Lane Avenue South, Suite 5, 32210 • Jacksonville, Florida  
904-693-1799 • 800-779-2979 • fax 904-786-9939 • fsprs@aol.com • www.fsps.org

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Melbourne, FL 32901  
321-676-5543

**Wanda L. Callahan, CMP**  
Executive Director  
Jacksonville

February 26, 2003

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

Enclosed are:

- A copy of the Amended and Restated Articles of Incorporation of the Florida Society of Plastic Surgeons, Inc.
- A check in the amount of \$43.75, representing:
  - the filing fee of \$35
  - \$8.75 for a certified copy of the amendment.

Our mailing address is:

P. O. Box 7040  
Jacksonville, FL 32238

Our telephone number is:

904-693-1799

I will be happy to provide any further information that is needed. Thank you.

Sincerely,

Wanda L. Callahan  
Executive Director

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
FLORIDA SOCIETY OF PLASTIC SURGEONS, INC.**

**FILED**  
03 MAR 10 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following amended and restated articles of incorporation.*

**FIRST:** Amendment adopted:

The Articles of Incorporation are deleted in their entirety and replaced by the following:

**FIRST:** The name of the corporation ("Corporation") shall be Florida Society of Plastic Surgeons, Inc.

The principal place of business of this corporation shall be 1945 Lane Avenue South, Suite #5, Jacksonville, County of Duval, Florida 32210.

**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 for charitable, scientific and educational purposes 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 public health policies that enhance the health and related education of the citizenry.
- B. To promote the study of plastic surgery and to seek to advance the specialty within the State of Florida.
- C. To conduct cultural, educational, and social activities that will best carry out its purpose.
- D. To strive for the elevation of the character and protection of the proper rights and interests of those engaged in the practice of medicine as plastic surgeons.
- E. To serve as a medium of communication between the members of the organization.
- F. To elevate the standards of training and education in plastic surgery in Florida.
- G. To provide a means through which the members may cooperate with other professional and civic groups concerned with the health of plastic surgery patients.
- H. 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, the Corporation shall not at any time engage in a regular business of a kind ordinarily carried on for profit, nor shall any part of the net earnings of the Corporation inure to the benefit of any member, officer, director or individual, nor shall it engage in any transaction which would cause it to be denied the status of an organization exempt from taxation 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) or 501(c)(6) of the Internal Revenue Code, as the same may be hereafter amended.

**FIFTH:** The address of the initial registered agent of the Corporation in the State of Florida is 1945 Lane Avenue So., Suite 5, Jacksonville, County of Duval, Florida 32210; and the name of the initial registered agent of the Corporation at such address is Wanda L. Callahan.

**SIXTH:** The standards for eligibility of members shall be contained in the Bylaws of the Corporation, which shall be drafted so as to ensure the competency and integrity of the Society's members.

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

**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.

#### 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.

  
\_\_\_\_\_  
Wanda L. Callahan

**SECOND:** The date of adoption of the amendment was November 23, 2002.

**THIRD:** The amended and restated were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, I have executed these this 23rd day of November, 2002.

  
\_\_\_\_\_  
L. William Luria, M.D.  
President