

755898

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March 19, 1998

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

VIA HAND DELIVERY

RE: Palm Beach County Optometric Society, Inc.

Dear Sir or Madam:

This firm represents the Palm Beach County Optometric Society, Inc. (Society), a Florida not for profit corporation.

Enclosed for filing please find an original Amendment to the Articles of Incorporation of the Society which has been executed by the President of the Society. Specifically, the Amendment adds an Article XIII to the Articles of Incorporation and governs the disposition of the Society's assets upon dissolution of the corporation.

Also enclosed is a check in the amount of \$35.00 made payable to the Florida Department of State to pay the statutory filing fee for this Amendment.

Thank you for your cooperation.

Sincerely,

CARSON & ADKINS

*John E. Griffin*

John E. Griffin

enclosures

cc: Todd E. Erickson, O.D. (w/enclosures)

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-03/19/98--01049--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 19 PM 3:35  
Call when Ready

RECEIVED  
98 MAR 19 AM 11:08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Amend.  
3-19-98  
CC

**AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
PALM BEACH COUNTY OPTOMETRIC SOCIETY, INC.  
A Not For Profit Corporation**

The undersigned as President of the Palm Beach County Optometric Society, Inc., a Florida not for profit corporation, hereby certifies that pursuant to the provisions of Section 617.1002, Florida Statutes, (Florida Not For Profit Corporation Act), the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors on March 4, 1998, and approved by a two-thirds (2/3) vote of its membership (the number of votes cast being sufficient for approval) in attendance at a meeting on March 11, 1998, hereby adopts the following Amendment to the Articles of Incorporation:

New Article XIII is added and reads as set forth:

**ARTICLE XIII  
DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed to an organization who has the same or similar corporate purposes as those of the corporation and who maintains an exemption under Section 501 (c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Alternatively, assets shall be distributed for one or more exempt purposes within the meaning of 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

Signed this 11th day of March, 1998.

**PALM BEACH COUNTY OPTOMETRIC SOCIETY, INC.**

By: Todd E. Erickson 042  
Todd E. Erickson, O.D.  
President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 19 PM 2:55