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BASIC AMENDMENT

EASTERN STATES VETERINARY ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 14, 2000

EASTERN STATES VETERINARY ASSOCIATION, INC.
4421 NW 39TH AVE.
BUILDING 1 - A
GAINESVILLE, FL 32606US

SUBJECT: EASTERN STATES VETERINARY ASSOCIATION, INC.
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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF**

EASTERN STATES VETERINARY ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

PURSUANT TO Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned Corporation, **EASTERN STATES VETERINARY ASSOCIATION, INC.** (the "Corporation"), hereby adopts and files the following Articles of Restatement as the Second Restatement of its Articles of Incorporation:

1. The name of the Corporation is **EASTERN STATES VETERINARY ASSOCIATION, INC.**

2. The Second Restated Articles of Incorporation of the Corporation are attached hereto.

3. I hereby certify that the Corporation does not have members and that the Restated Articles of Incorporation were adopted by the Board of Directors at a meeting held August 8th, 2000.

IN WITNESS WHEREOF, these Articles of Restatement have been executed by the undersigned this 13th day of December, 2000.

**EASTERN STATES VETERINARY
ASSOCIATION, INC.**

By: Beth J. Symington
Name: Beth J. Symington
Title: President - Eastern States Veterinary Association

**SECOND RESTATED ARTICLES OF INCORPORATION
OF
EASTERN STATES VETERINARY ASSOCIATION, INC.**

The following are the Second Restated Articles of Incorporation for Eastern States Veterinary Association, Inc., a not-for-profit corporation organized and existing under Chapter 617, Florida Statutes.

**ARTICLE I
NAME**

The name of the corporation (which is hereafter called the "Corporation") is:

EASTERN STATES VETERINARY ASSOCIATION, INC.

**ARTICLE II
PRINCIPAL OFFICE & MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be: 4421 N.W. 39th Avenue, Building 1A, Gainesville, Florida 32606.

**ARTICLE III
PURPOSE & POWERS**

The Corporation is formed exclusively for charitable and educational purposes. Those purposes, and the Corporation's powers, include the following:

- (1) all activities of the Corporation shall be for purposes of promoting veterinary medical education and the science and practice of veterinary medicine and related fields; and
- (2) to do anything permitted under Chapter 617 of the Florida Statutes as amended from time to time.

The powers of the Corporation, with reference to both the organization and the operation of the Corporation, shall be construed as limited in order to comply with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"). Specifically, the following provisions shall govern the organization and the operation of the Corporation:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, director, or officer of the Corporation, or any private person, except that reasonable compensation may be paid by the Corporation for services actually rendered to or for the Corporation, and payments and distributions

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may be made by the Corporation in furtherance of the purposes set forth in this Article III. No member, director, or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted under Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

- (b) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct nor carry on any activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.
- (c) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted in Section 501(h) of the Code), and which do not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidates for public office. It is intended that the organizations described in this Article III shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code as now in force or afterwards amended.
- (d) The term "charitable purposes" shall be limited to and shall include only charitable purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possessions of the United States.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code (the "Code") and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

- (a) The Corporation shall distribute, for one or more of the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax on undistributed income imposed by Code Section 4942(a).
- (b) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a).
- (c) The Corporation shall not retain any excess business holdings, as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a).
- (d) The Corporation shall not make any investments in such manner as to subject it to the tax under Code Section 4944.
- (e) The Corporation shall not make any taxable expenditures, as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a).

ARTICLE IV DIRECTORS

This Corporation shall have the number of directors set forth in the bylaws of the Corporation, which number may be increased or decreased from time to time but shall never be less than three (3). The members of the board of directors shall be elected or appointed in accordance with the bylaws and shall hold office for such terms as set forth in the bylaws.

ARTICLE V REGISTERED AGENT AND STREET ADDRESS

The current registered office of the Corporation is located at The Greenleaf Building, 200 Laura Street, Third Floor, Jacksonville, FL 32201-0240, and the registered agent at such address is F & L Corp.

ARTICLE VI INCORPORATORS

The names and addresses of the original Incorporators of the Corporation is set forth below:

Kirk N. Gelatt	Box J-115, College of Veterinary Medicine, Univ. of Florida, Gainesville, FL 32610
Richard E. Bradley	Box J-136, College of Veterinary Medicine, Univ. of Florida, Gainesville, FL 32610
James W. Ticer	Box J-105, College of Veterinary Medicine, Univ. of Florida, Gainesville, FL 32610
Gene E. Cope	Box J-136, College of Veterinary Medicine, Univ. of Florida, Gainesville, FL 32610
Thomas J. Lane	Box J-136, College of Veterinary Medicine, Univ. of Florida, Gainesville, FL 32610

ARTICLE VII MEMBERS

The Corporation shall not have members.

ARTICLE VIII AMENDMENTS TO ARTICLES

An amendment of these Articles of Incorporation shall require adoption by the majority vote of the members of the Board of Directors at any meeting of the Board of Directors or by unanimous written consent of the directors.

ARTICLE IX OFFICERS

Officers of the Corporation shall be elected by the board of directors in accordance with the bylaws.

ARTICLE X DISSOLUTION & LIQUIDATION

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article X.

ARTICLE XI INDEMNIFICATION

(1) No director, or officer who also serves as a director, of the Corporation shall be liable to the Corporation for money damages except under the circumstances, as provided by Florida law, in which this limitation on liability shall not apply.

(2) To the maximum extent permitted by Florida law, the Corporation shall indemnify its current acting and its former directors against any and all liabilities and expense incurred in connection with their services as either a director, an officer, or an employee and may indemnify, to the same extent, persons who serve and have served, at its request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, or other enterprise. The Corporation may advance expenses to such directors and other persons referred to above to the extent permitted by Florida law.

(3) To the maximum extent permitted by Florida law, the Corporation may indemnify its current acting and its former officers, employees, and agents, who are not also directors, against any and all liabilities and expenses incurred in connection with their services in such capacities. The Corporation may advance expenses to such officers, employees, and agents referred to in this paragraph to the extent permitted by Florida law.

(4) Reference to Florida law shall include, but are not limited to, the Florida (General Corporate Law) as from time to time amended. Neither the repeal or amendment of this Article XI, nor any other amendment to these Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this Article XI with respect to any act or omission which shall have occurred prior to such repeal or amendment.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on these Articles of Incorporation this 13th day of December, 2000.

EASTERN STATES VETERINARY
ASSOCIATION, INC.

By: Betsy J. Siggman
Name: Betsy J. Siggman
Title: President - ESVA