

11/18/2005

17:48

BRCA ADMIN

91850200383

NOV 154

001

Division of Corporations

Page 1 of 1

105000100097

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000256294 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE  
Account Number : 105543000740  
Phone : (904) 798-3700  
Fax Number : (904) 354-4459

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 NOV 21 AM 8:14

FILED

RECEIVED  
NOV 21 AM 7:35  
DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT  
INSTITUTE FOR IMMERSIVE VISUALIZATION, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$25.00

Electronic Filing Menu

Corporate Filing

Public Access Help

105-100097

H 05000256294 3

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF**

**INSTITUTE FOR IMMERSIVE VISUALIZATION, LLC  
(a Florida not for profit limited liability company)**

The undersigned, as the sole member of the INSTITUTE FOR IMMERSIVE VISUALIZATION, LLC, a Florida not for profit limited liability company organized under the laws of the State of Florida (the "Company"), pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act (the "Act"), hereby amends and restates its Articles of Organization which were originally filed on October 11, 2005, under document number L05000100097. The Articles of Organization of the Company are amended and restated as follows:

**ARTICLE I  
NAME**

The name of the limited liability company is Institute for Immersive Visualization, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal office and mailing address of the Company is 800 Meadows Road, Boca Raton, Florida 33486.

**ARTICLE III  
DURATION**

The period of duration for the Company shall be perpetual, until terminated in accordance with applicable law.

**ARTICLE IV  
MANAGEMENT**

The Company will be a member-managed company in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company.

**ARTICLE V  
REGISTERED AGENT**

The street address of the Company's registered office is 800 Meadows Road, Boca Raton, Florida 333486. The name of the Company's initial registered agent at the registered office is Paul E. Risner, Esq.

H 05000256294 3

2005 NOV 21 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

H 05000256294 3

**ARTICLE VI**  
**BUSINESS PURPOSE AND POWER**

The purpose of the Company shall be exclusively for charitable, educational and scientific purposes, including medical-related research, and the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue Law (the "Code"). Any direct or indirect transfer of any membership interest in the Company to a transferee other than a §501(c)(3) organization or governmental instrumentality shall be prohibited except that interest in the Company (other than membership interest), or its assets, may only be availed of or transferred (whether directly or indirectly) to any nonmember other than a §501(c)(3) organization or governmental unit or instrumentality in exchange for fair market value. The Company shall not engage in any activities that are not permitted to be carried on (a) by an entity exempt from federal income tax under §501(c)(3) of the Code or the corresponding section of any future federal tax codes, or (b) by an entity contributions to which are deductible under Section 170(c)(2) of the Code. Member(s) of the Company shall at all times be §501(c)(3) tax exempt organizations. In the event any member of the Company ceases at any time to be an organization described in §501(c)(3) of the Code such non-exempt member shall be required to either (i) forfeit its interest to the Company; or (ii) sell its interest in the Company to another §501(c)(3) organization or governmental unit or instrumentality. A non-exempt member's rights in the Company shall be fully terminated within ninety (90) days from the date that a member's exemption is revoked. The Company shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in §501(c)(3) of the Code. The Company shall have and exercise such other powers necessary or convenient to carry out the purposes for which it is formed, including the powers granted to limited liability companies under the Florida Limited Liabilities Act (the "Act"), provided that the exercise of any such other powers is not in violation of the Company's charitable purposes or any other limitation imposed upon the Company under and by virtue of the these Amended and Restated Articles of Organization and the Operating Agreement of the Company.

**ARTICLE VII**  
**DISSOLUTION OF COMPANY**

In the event of dissolution of the Company or the winding up of its affairs, or other liquidation of its assets, the Company's property shall be conveyed or distributed to the Eugene M. and Christine E. Lynn Clinical Research Institute, LLC ("Lynn Clinical Research Institute") or if, at the time of such conveyance or distribution, Lynn Clinical Research Institute qualifies as an exempt organization under §501(c)(3) of the Code, or if it does not so qualify, or is not then in existence, to BRCH Foundation, Inc. if, at the time of such conveyance or distribution, BRCH Foundation, Inc. qualifies as an exempt organization under §501(c)(3) of the Code, or if it does not so qualify, or is not then in existence, to Boca Raton Community Hospital, Inc. or BRCH Corporation if, at the time of such conveyance or distribution, Boca Raton Community Hospital, Inc. or BRCH Corporation, as the case may be, qualifies as an exempt organization under §501(c)(3) of the Code, or if it does not so qualify, or is not then in existence, to such organization or organizations created and operated for charitable, educational and scientific purposes similar to those of the Company, so long as such organization or organizations at the time of such conveyance or distribution qualifies as an exempt organization or organizations under §501(c)(3) of the Code and that the assets devoted to the Company's charitable purposes will continue to be devoted to charitable purposes. At no time shall the Company be permitted to merge with or convert to a for profit organization.

FILED

H 05000256294 3

**ARTICLE VIII  
AMENDMENTS**

These Amended and Restated Articles of Organization ("Articles") may be altered, amended or repealed and any new amendments thereto may be adopted only by the Sole Member of the Company; provided, however, that such Articles and any amendments thereto shall not be inconsistent with the Company's Operating Agreement and §501(c)(3) of the Code.

The undersigned Authorized Representative of the Company, pursuant to §608.407(3) of the Act, does execute and hereby file these Amended and Restated Articles of Organization declaring and certifying that the facts stated herein are true, this 18<sup>th</sup> day of November, 2005.

**EUGENE M. AND CHRISTINE E. CLINICAL RESEARCH  
INSTITUTE, LLC.**

By: 

Paul E. Risner, Esquire

2005 NOV 21 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

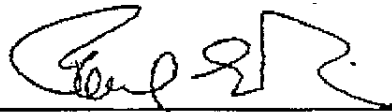
H 05000256294 3

**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of the INSTITUTE FOR IMMERSIVE VISUALIZATION, LLC, a Florida limited liability company (the "Company"), in the Company's Amended and Restated Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Amended and Restated Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

The undersigned Registered Agent has executed this Certificate this 18<sup>th</sup> day of November, 2005.



Paul E. Risner, Esq., Registered Agent

2005 NOV 21 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H 05000256294 3