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FLORIDA LIMITED LIABILITY CO.  
FLORIDA HEIKEN CHILDREN'S VISION PROGRAM, LLC

Certificate of Status	1
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EXAMINER

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**ARTICLES OF ORGANIZATION  
OF  
FLORIDA HEIKEN CHILDREN'S VISION PROGRAM, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for FLORIDA HEIKEN CHILDREN'S VISION PROGRAM, LLC (the "Company"):

**ARTICLE I  
NAME**

The name of the limited liability company is FLORIDA HEIKEN CHILDREN'S VISION PROGRAM, LLC.

**ARTICLE II  
MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal place of business of the Company is 601 SW 8th Avenue, Miami, FL 33130.

**ARTICLE III  
INITIAL REGISTERED AGENT**

The name and address of the initial registered agent for the Company in Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE IV  
PURPOSE**

The Company is organized and shall be operated exclusively for charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (the "Code"), to further the charitable purposes of its member, and not for pecuniary profit and more specifically, the Company is organized and shall be operated exclusively to carry out the following purposes, including but not limited to:

- (a) provide comprehensive eye health services, including vision examinations, eyeglasses and vision training for school age children residing in the State of Florida; and
- (b) to carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for tax exempt organizations under Section 501(c)(3) of the Code.

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## **ARTICLE V** **AMENDMENTS**

Any amendments to the Articles of Organization and operating agreement of the Company shall be consistent with section 501(c)(3) of the Code.

## **ARTICLE VI** **MERGER AND CONVERSION**

The Company shall not merge with, or convert into, a for-profit entity.

## **ARTICLE VII** **MEMBERSHIP INTEREST**

The sole member of the Company is a Florida not-for-profit corporation exempt from Federal Income Tax under section 501(a) of the Code. No membership interest in the Company shall be transferred, either directly or indirectly, to a transferee that is not a tax exempt organization under section 501(c)(3) of the Code. The Member will expeditiously and vigorously enforce all of its rights in the Company and will pursue all legal and equitable remedies to protect its interest in the Company.

## **ARTICLE VIII** **DISSOLUTION**

Upon the dissolution or winding up of this Company, all of its assets remaining after payment, or provision for payment, of all debts and liabilities of the Company, shall be distributed to the sole member of the Company and continue to be devoted to the charitable purposes of its member or, if the member is no longer in existence or is not exempt from federal income tax under Section 501(c)(3) of the Code, or determines it to be in the best interest of the Company, then to one or more not-for-profit funds, foundations, or corporations which are organized and operated exclusively for charitable and educational purposes and which have established their tax exempt status under Section 501(c)(3) of the Code, as selected by the Manager(s) of the Company.

## **ARTICLE IX** **LIMITATIONS**

No part of the Company's interest (other than membership interest), or its assets may be transferred to, or inure to the benefit of, or be distributable to (i) a member who ceases to be a tax exempt organization under Section 501(c)(3) of the Code, or (ii) to non-member other than a tax exempt organization under Section 501(c)(3) of the Code, in exchange for fair market value. The Company, however, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of

the activities of the Company shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Company shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under section 501(c)(3) of the Code.

**IN WITNESS WHEREOF**, pursuant to Section 608.407, Florida Statutes, the undersigned authorized representative of a member of the Company, has executed these Articles of Organization.

  
Michael A. Silva, Authorized Representative  
of Member

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

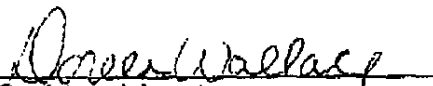
**WITNESSETH:**

That, FLORIDA HEIKEN CHILDREN'S VISION PROGRAM, LLC, desiring to organize under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 608.415, Florida Statutes.

Dated this 9<sup>th</sup> day of Sept. ~~August~~, 2010.

  
Registered Agent  
Doreen Wallace  
Assistant Vice President