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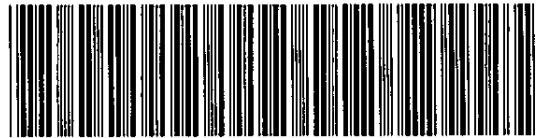
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M. MOON

DEC 15 2016

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Lung Transplant Foundation of South Florida, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeff Goldstein

Name of Person

Lung Transplant Foundation of Florida

Firm/Company

7690 SW 54 AVE

Address

Miami, Florida 33143

City/State and Zip Code

jeff@lungtransplantfoundation.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeff Goldstein

786

348-0210

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$125.00 Filing Fee

☒

\$130.00 Filing Fee &
Certificate of Status

☐

\$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐

\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

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

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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RECEIVED
STATE
TALLAHASSEE, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

The Lung Transplant Foundation of South Florida, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

7690 SW 45th Avenue, Miami, Florida 33143

Mailing Address:

7690 SW 45th Avenue, Miami, Florida 33143

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Jeff Goldstein

Name

7690 SW 45th Avenue

Florida street address (P.O. Box **NOT** acceptable)

Miami

Florida

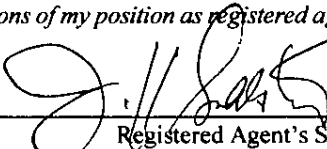
33143

City

State

Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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OFFICE
TALLAHASSEE, FLORIDA

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

The Lung Transplant Foundation,
a North Carolina non-profit corporation
4131 Parklake Ave., Suite 400, Raleigh, NC 27612

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: January 2nd, 2017 (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

See Attached Pages - "Addendum to Articles of Organization"

REQUIRED SIGNATURE:

The Lung Transplant Foundation, Jeff Goldstein President

Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.
I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

The Lung Transplant Foundation, By: Jeff Goldstein

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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FILED
STATE
CLERK
711
VOID

**ADDENDUM TO ARTICLES OF ORGANIZATION OF
THE LUNG TRANSPLANT FOUNDATION OF SOUTH FLORIDA, LLC**

The following provisions operate as an Addendum to the Company's Articles of Organization:

ARTICLE VII

NAME

The name of the Company shall be THE LUNG TRANSPLANT FOUNDATION OF SOUTH FLORIDA, LLC, which is hereinafter referred to as the "Company."

ARTICLE VIII

PURPOSE

The object and purpose of the Company is to operate as a chapter subsidiary to fulfill or assist the mission of the The Lung Transplant Foundation, a North Carolina non-profit corporation that is qualified as a public charitable organization under Section 501(c)(3) of the Code ("LTF Parent"). The stated "*Purposes*" of the Company shall include: (i) activities related to the mission of the LTF Parent, which is to fund the research of chronic rejection in lung transplant recipients, to provide assistance to transplant patients and caregivers, to promote and educate the community on the importance and benefits of organ donation, to support innovative research studies for the benefit of lung transplant recipients, and to fund lung transplant research outreach programs and provide financial support for auxiliary programs and related organizations, and to solve the challenges associated with human lung transplantation; and (ii) activities related to fund raising, community outreach, support or educational activities to fulfill or assist the mission of the LTF Parent. The Company shall derive its income and revenue from membership dues, donations, legacies, social functions, fees and any other sources and will not undertake any activities which are contrary to its authorized Purposes and will not take any action that could endanger the continued 501(c)(3), tax-exempt status of the LTF Parent. The Company may receive gifts, bequests, devises, legacies and donations but only to the extent that such gifts are consistent with and within the general scope of the Company's limited purposes and powers, and upon the condition that the Company will use and administer all such gifts and contributions for such purposes.

ARTICLE IX

NON-PROFIT

(A) The Company is not organized for profit, and no part of the net earnings, if any, shall inure to the benefit of any individual person, firm or Company not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(B) Notwithstanding any other provision of these articles, this Company shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Service Code of 1986 or the corresponding provision of any future U.S. Internal Revenue Law.

ARTICLE X

SOLE MEMBER

The Company will have only one Member at any time and is formed to assist its one Member consistent with such Member's tax exempt purposes.

ARTICLE XI

CORPORATE EXISTENCE

The Company shall have perpetual existence.

ARTICLE XII

GOVERNANCE

In lieu of Managers, the business and affairs of the Company will be managed by the Chapter Council and the LTF Chapter Committee, each of which is further described in the Company's Operating Agreement. The LTF Parent and the LTF Chapter Committee have adopted a written Operating Agreement ("Operating Agreement") for the Company, which shall, along with the provisions of these Articles, govern the Company's management and operations. The Operating Agreement may be altered, amended or repealed only by the LTF Chapter Committee. In

general, the Chapter Council shall have all of the rights and powers that are provided under the Act to Managers of an LLC, subject to the provisions of this Agreement. Notwithstanding the foregoing, the Chapter Council may delegate certain of its management and oversight of the ordinary operations of the Company to the Company's Management Board pursuant to Section 5.2 of the Company's Operating Agreement or pursuant to any other written authorization, resolution or delegation of authority expressly adopted by the Chapter Council.

Except as authorized to do so by the Company's Agreement or by the Chapter Council, no attorney-in-fact, employee, or other agent of the Company shall have any power or authority to bind the Company in any way, to pledge its credit or to render it liable pecuniarily for any purpose. No Officer other than the President shall have any power or authority to bind the Company unless such Officer has been authorized by the LTF Chapter Committee or the Chapter Council.

Unless advised otherwise in writing, any Person dealing with the Company may rely upon a certificate signed by the President or the Management Board as to:

- (a) the identity of any Management Board Member or Officer;
- (b) the existence or nonexistence of any fact or facts which constitute a condition precedent to acts by the President or which are in any other manner germane to the affairs of the Company;
- (c) the Persons who are authorized to execute and deliver any instrument or document of the Company; and
- (d) any act or failure to act by the Company or any other matter whatsoever involving the Company, a Management Board Member, or any Officer.

ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Organization may be adopted only by approval of the the LTF Chapter Committee.

ARTICLE XII

DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the Company, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed (a) the sole Member of the Company, if such Member is qualified for exemption under Section 501(c)(3) if the Internal Revenue Code of 1986, as amended; or (b) if such Member is not so qualified, then to such organization or organizations which are qualified for exemption under Section 501(c)(3) if the Internal Revenue Code of 1986, as amended, and which are engaged in activities similar to the activities of this Company or in such other manner as fulfills the purposes set forth in these Articles as the Board of Directors holding office immediately prior to such dissolution may determine by a majority thereof, or to the Federal Government, or to a state or local government, for a public purpose; and, none of the assets will be distributed to any member, officer or trustee of this Company.

ARTICLE XIII

REGISTERED AGENT

The Registered Agent of the Company at the time of this Organization shall be:

Jeff Goldstein
7690 SW 45th Avenue
Miami, Florida 33143

IN WITNESS WHEREOF, Jeff Goldstein, as the PRESIDENT of the Sole Member of the Company, has hereunto set his hand as of this 9th day of DECEMBER, 2016, for the purpose of forming this Company under the laws of the State of Florida.

The Lung Transplant Foundation,
a North Carolina non-profit corporation

By: Jeff Goldstein

Name: Jeff Goldstein

Title: PRESIDENT