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WINTER & SCHAUM, P.A.

2300 CORPORATE BLVD., N.W., SUITE 137

BOCA RATON, FLORIDA 33431

TELEPHONE (561) 994-0100

TELEFAX (561) 241-1493

BRUCE E. WINTER, JD, LL.M. (TAX), CPA
(ALSO ADMITTED TO PENNSYLVANIA BAR)
MARK A. SCHAUM, JD, CPA
(BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES LAW)

OF COUNSEL

LEONARD G. WEISBERG, JD, MBA, CPA
(ALSO ADMITTED TO OHIO BAR)

PALM BEACH (561) 833-5805
BROWARD (954) 462-1501

OFFICES IN:

NORTH PALM BEACH, FLORIDA
BOYNTON BEACH, FLORIDA
TAMARAC, FLORIDA

April 12, 2000

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

Re: Weiss Eye Research Foundation, Inc.

700003211127--3
-04/17/00--01114--001
*****70.00 *****70.00

Dear Sir or Madame:

Enclosed for filing please find an original and two copies of the Articles of Incorporation for the above-referenced corporation together with our firm's check in the amount of \$70.00. Please forward a date-stamped copy of the Articles of Incorporation to the undersigned in the stamped envelope provided. Thank you for your assistance with this matter. Please do not hesitate to call our office if you have any questions.

Very truly yours,

Bruce E. Winter, Esquire

BEW/dar
Enc.

cc: Jeffrey N. Weiss, M.D.
Mr. Lewis L. Weiss

FILED
00 APR 17 PM 5:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 20 2000

**ARTICLES OF INCORPORATION
OF
WEISS EYE RESEARCH FOUNDATION, INC.**

FILED
00 APR 17 PM 5:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be WEISS EYE RESEARCH FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5800 Colonial Drive, Suite 300, Margate, Florida 33063.

ARTICLE III

PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purpose for which the corporation is organized is to perform research for various eye diseases, particularly identifying the nature or cause of central retinal occlusion.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is by a majority of the acting Board of Directors every three (3) years.

ARTICLE V

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Jeffrey N. Weiss, M.D.
Northwest Medical Plaza
5800 Colonial Drive
Suite 300
Margate, Florida 33063

Mr. Lewis L. Weiss
2202 Lucaya Bend #E-4
Coconut Creek, Florida 33066

Bruce E. Winter, Esquire
2300 Corporate Boulevard
Suite 137
Boca Raton, Florida 33431

**ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

Jeffrey N. Weiss, M.D.
Northwest Medical Plaza
5800 Colonial Drive
Suite 300
Margate, Florida 33063

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

Jeffrey N. Weiss, M.D.
Northwest Medical Plaza
5800 Colonial Drive
Suite 300
Margate, Florida 33063

ARTICLE VIII

NET EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

ARTICLE IX
PROPAGANDA

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X
ACTIVITIES AND DISSOLUTION

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 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 government, or to a 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 of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Jeffrey L. Wain, w/s

Signature/Registered Agent

_____ Date

Jeffrey L. Wain, w/s

Signature/Incorporator

_____ Date

FILED
00 APR 17 PM 5:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA