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**BASIC AMENDMENT**

**THE TERRI SCHINDLER SCHIAVO FOUNDATION, INC.**

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*Amend, Rest & N.C.*  
C. Coulliette JUL 28 2005

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE TERRI SCHINDLER SCHIAVO FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of The Terri Schindler Schiavo Foundation Center for Health Care Ethics, Inc, a Florida not for profit corporation ("Corporation"), dated as of July 27, 2005, are being duly executed and filed by Robert S. Schindler, Jr., its executive director, to amend and restate the Corporation's original articles of incorporation, which were filed on February 2, 2002. The original name of the Corporation on prior to these Amended and Restated Articles of Incorporation was The Terri Schindler Schiavo Foundation, Inc. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I**  
**Name, Street Address and Mailing Address**

The name of the corporation is: The Terri Schindler Schiavo Foundation Center for Health Care Ethics, Inc.

The street address and mailing address of the principal office of the corporation is: 5562 Central Avenue, Suite 2, St. Petersburg, Florida 33707.

**ARTICLE II**  
**Term of Existence**

The corporation shall have perpetual existence.

**ARTICLE III**  
**Purpose**

The Corporation's purpose shall be to be organized and to operate exclusively for the promotion of social welfare, including, but not limited to the following:

- (1) Increase public awareness of the current state of marriage infidelity laws, guardianship laws and end-of-life issues.
- (2) Provide financial aid and public awareness efforts in situations where a court may order the removal of life-sustaining care for an incapacitated person.
- (3) Advocate the position of people living with disabilities.
- (4) Encourage the government to take action against dangerous guardianship laws and end of life laws.
- (5) Address health policy concerns of people with disabilities and their families, including euthanasia and assisted suicide.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE TERRI SCHINDLER SCHIAVO FOUNDATION  
CENTER FOR HEALTH CARE ETHICS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 JUL 28 PM 2:15

FILED

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- (4) Encourage the government to take action against dangerous guardianship laws and end of life laws.
- (5) Address health policy concerns of people with disabilities and their families, including euthanasia and assisted suicide.

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The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

#### **ARTICLE IV**

##### **Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

#### **ARTICLE V**

##### **Registered Office and Agent**

The street address of the registered office of the corporation is 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607, and the name of its registered agent at such address is CFRA, LLC.

#### **ARTICLE VI**

##### **Directors**

The corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the corporation, provided that the corporation shall always have at least three directors. The name and address of each director of the corporation who shall serve until his or her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Robert S. Schindler Sr.	6075 Shore Blvd., S. #402 Gulfport, FL 33707
Robert S. Schindler Jr.	3101 Sea Way Ct. #105 Tampa, FL 33629
Suzanne Vitadamo	6368 7 <sup>th</sup> Avenue N. St. Petersburg, FL 33710

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**ARTICLE VII**

**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE VIII**

**Amendment**

These articles of incorporation may be amended in the manner provided by law.

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**CERTIFICATE**

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles Of Incorporation of The Terri Schindler Schiavo Foundation Center for Health Care Ethics, Inc. (1) contain amendments that do not require member approval, (2) were approved by the directors on July 27, 2005, and (3) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 27<sup>th</sup> day of July 2005.

The Terri Schindler Schiavo Foundation  
Center for Health Care Ethics, Inc.

By: 

Name: Robert S. Schindler, Jr.

Title: Executive Director