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UPCHURCH, JR. AND UPCHURCH, P.A.

ATTORNEYS AT LAW

Established 1925

JOHN D. BAILEY, JR.
FRANK D. UPCHURCH III
TRACY WILSON UPCHURCH
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Please reply to:
Post Office Drawer 3007
St. Augustine, Florida 32085-3007

OF COUNSEL:

HAMILTON D. UPCHURCH
FRANK D. UPCHURCH, JR.

FRANK D. UPCHURCH, SR.
(1894-1986)

March 21, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/25/02--01042--014
*****78.75 *****78.75


Re: Articles of Incorporation of University of St. Augustine
Centre for Research, Inc.
Our File No. 9-02-016

Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Incorporation of University of St. Augustine Centre for Research, Inc., along with our firm check in the amount of \$78.75 made payable to the Secretary of State representing your filing fee (\$35.00), registered agent fee and certified copy fee (\$8.75). Please file the document and furnish me with a certified copy.

Should you have any questions, please do not hesitate to contact my office. Thank you in advance for your cooperation and assistance.

Sincerely yours,


Frank D. Upchurch, III

FDUIII:jrs
Enclosures

W02-9151

04-10-02 /

FILED
02 APR 10 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 2, 2002

UPCHURCH, BAILEY AND UPCHURCH, P.A.
ATTN: FRANK D. UPCHURCH, III
PO DRAWER 3007
ST. AUGUSTINE, FL 32085-3007

SUBJECT: UNIVERSITY OF ST. AUGUSTINE CENTRE FOR RESEARCH, INC.
Ref. Number: W02000009151

We have received your document for UNIVERSITY OF ST. AUGUSTINE CENTRE FOR RESEARCH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 902A00019353

ARTICLES OF INCORPORATION OF
UNIVERSITY OF ST. AUGUSTINE CENTRE FOR RESEARCH, INC.
A NON-PROFIT CORPORATION

FILED

02 APR 10 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, desiring to form a Corporation not-for-profit under Chapter 337 of the Florida Statutes, certifies as follows:

ARTICLE I
Name

The name of the Corporation is **UNIVERSITY OF ST. AUGUSTINE CENTRE FOR RESEARCH, INC.**

ARTICLE II
Purpose

The Corporation is organized for any lawful purpose or purposes authorized by the non-profit corporation laws of the State of Florida, including without limitation the sponsorship of health sciences research. In furtherance of such purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III
Membership

The Corporation shall have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the bylaws.

ARTICLE IV
Existence

The Corporation shall have perpetual existence.

ARTICLE V
Subscribers' Names and Residences

The name and address of the subscriber to these articles of incorporation are:

Dan Lofald, Ph.D.
1 University Blvd
St. Augustine, FL 32086

ARTICLE VI
Board of Directors

The powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the bylaws.

ARTICLE VII
No Financial Benefit to Members

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 furtherances of the purposes set forth in Article II.

ARTICLE VIII
Dissolution

Upon the dissolution or winding up of the affairs of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, trust, corporation or other organization to be devoted to similar purposes.

ARTICLE IX
Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by any member of the Corporation. The Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting. Amendments to the Articles of Incorporation may also be proposed by any Director and may be adopted at any annual or special meeting of the Board of Directors by two-thirds (2/3) vote of the Board members present.

ARTICLE X

Amendments to Bylaws

Amendments to the bylaws of the Corporation may be proposed by any member of the Corporation. Such amendments may be adopted by the Board of Directors at any annual or special meeting by two-thirds (2/3) vote of the Board members present.

ARTICLE XI

Principal Office, Initial Registered Office and Registered Agent

The street address of the initial principal office of the Corporation and the initial registered office of the Corporation is 1 University Boulevard, St. Augustine, Florida 32086 and the initial registered agent at that address is Dan Lofald.

ARTICLE XII

Mailing Address


The mailing address of the Corporation is 1 University Boulevard, St. Augustine, Florida 32086.


Dan Lofald, Ph.D., Subscriber
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY AM FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES OF THE
REGISTERED AGENT.

THE FOREGOING instrument was acknowledged before me this 19th day of March 2002,
by Dan Lofald, who (☒) is personally known to me or () has produced
as identification.


Signature of Notary
Sherry R. Free
(Name of notary, typed/printed)
Commission number: CC 734039
Commission expires: 4-15-02

SHERRY R. FREE
Notary Public, State of Florida
My comm. expires April 15, 2002
Comm. No. CC 734039