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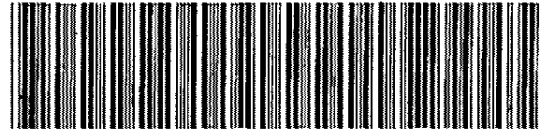
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04 MAY 14 AM 10:00

188W

FRAZIER & FRAZIER
ATTORNEYS AT LAW
SUITE A
1515 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

TELEPHONE (904) 353-5616
FACSIMILE (904) 353-5619

W. ROBINSON FRAZIER

Writer's Email Address
robrazier@bellsouth.net

May 13, 2004

VIA UPS OVERNIGHT

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

With reference to the incorporation of Low Vision Center of Northeast Florida, Inc., I am enclosing the following:

1. Two executed copies of Articles of Incorporation.
2. Check payable to the Secretary of State in the total amount of \$78.75 to cover the filing fee of \$70.00 and to obtain a certified copy of the Articles of Incorporation for a fee of \$8.75.

I would greatly appreciate it if you would please affix your receiving stamp on the executed copy of the Articles of Incorporation and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

Very truly yours,



W. Robinson Frazier

WRF:eg
Enclosures

cc: Mr. Fred L. Seely, III

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**Articles of Incorporation of
Low Vision Center of Northeast Florida, Inc.,
a Florida Not For Profit Corporation**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I

The name of the corporation is Low Vision Center of Northeast Florida, Inc.

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate a not-for-profit clinic serving the health and wellness needs of those afflicted with low vision.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, or

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(ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Article IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V

The street address of the initial registered office of the corporation is 1820 Barrs Street, #546, Jacksonville, Florida 32204. The name of its initial registered agent at that address is Fred L. Seely, III.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be four (4); provided, however, that the number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

| <u>Name</u> | <u>Address</u> |
|-------------------------------|--|
| George Utsey | 4653 Ortega Boulevard Jacksonville, Florida 32210 |
| Frances Bartlett Kinne, Ph.D. | 4032 Mission Hills Circle West Jacksonville, Florida 32205 |
| Deborah Knauer, Esq. | 1900 Riverside Avenue, Suite 115 Jacksonville, Florida 32204 |
| W. J. Knauer, III, M.D. | 2535 Riverside Avenue Jacksonville, Florida 32204 |
| W. Ashley Verlander | 6141 Bahia Blanca Road Jacksonville, Florida 32256 |
| W. J. Knauer, Jr., M.D. | 4145 Ortega Boulevard Jacksonville, Florida 32210 |

Article VII

The name and address of the incorporator are:

| <u>Name</u> | <u>Address</u> |
|-------------------------|--|
| W. J. Knauer, III, M.D. | 2535 Riverside Avenue Jacksonville, Florida 32204 |

Article VIII

The board of directors shall elect the following officers: Chairman, Vice Chairman and Treasurer, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

| <u>Name of Corporate Officer</u> | <u>Address</u> |
|--------------------------------------|--|
| W. J. Knauer, Jr., M.D., Chairman | 4145 Ortega Boulevard Jacksonville, Florida 32210 |

| | |
|---|---|
| Frances Bartlett Kinne, Ph.D., Vice Chairman | 4032 Mission Hills Circle West Jacksonville, Florida 32205 |
| George Utsey, Corporate Secretary | 4653 Ortega Boulevard Jacksonville, Florida 32210 |
| W. J. Khauer, III, M.D., Treasurer | 2535 Riverside Avenue Jacksonville, Florida 32204 |

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI

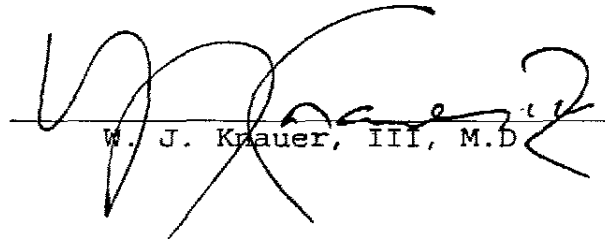
On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of no less than two-thirds of a quorum of members of the corporation.

The undersigned, being the incorporator of this corporation,

for the purpose of forming this not for profit charitable corporation under the laws of Florida, has executed these articles of incorporation on May 10, 2004.



W. J. Krauer, III, M.D.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Low Vision Center of Northeast Florida, Inc., desiring to
organize under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation at City of
Jacksonville, Duval County, State of Florida, has named Fred L.
Seely, III, 1820 Barrs Street, #546, Jacksonville, Florida 32204,
as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said statute section relative to keeping open said
office on this 10th day of May, 2004.

By: Fred L. Seely III
Fred L. Seely, III,
Registered Agent

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