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Division of Corporations
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Florida Department of State
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To: **Attn: Claretha Golden**
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Email Address: rchristaldi@slk-law.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LIONS EYE INSTITUTE FOR TRANSPLANT & RESEARCH
FOUNDATION, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

* Please note on page 4 Incorporator was changed on 6/4/2010 through Amended & Restated Articles.

- by name change to 726976

Please speak to Attorney Meredith DeNome with further questions:
(813.221.7153)

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D. CLISHING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 MAY -8 PM12:18

RECEIVED
18 MAY 14 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III (1) that is the parent company of the Foundation

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DIVISION OF CORPORATIONS
P. 08
18 MAY
PM 12:18

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIONS EYE INSTITUTE FOR TRANSPLANT & RESEARCH FOUNDATION, INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a not-for-profit corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I
NAME

The name of this Corporation shall be Lions Eye Institute for Transplant & Research Foundation, Inc.

ARTICLE II
PRINCIPAL OFFICE

The street and mailing address of the principal office of this Corporation shall be located in the County of Hillsborough at 1410 21st Street, Tampa, Florida 33605.

ARTICLE III
TERM OF EXISTENCE

The duration of this Corporation shall be perpetual until dissolved according to law.

ARTICLE IV
CORPORATE PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they may exist or as they may hereinafter be amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code")) to promote and support, directly or indirectly, by donation, loan or otherwise, the interests and purposes of the Corporation which is an organization described in Section 501(c)(3) of the Internal Revenue Code, and, in furtherance of these purposes the Corporation shall:

1. Govern and operate the Corporation through meetings of the Board and other activities to further the mission of the Lions Eye Institute for Transplant and Research, Inc., including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

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2. Otherwise operate exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:

A. No part of its net earnings shall inure to the benefit of, or be distributed to any member, Director, officer or other individual, except in the form of reasonable compensation for services rendered to the Corporation which are unrelated to Board duties; and

B. 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 any candidate for public office except as authorized for organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not (i) carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) carry on activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and (iii) carry on any activities that are not in furtherance of and supportive of the mission of the Lions Eye Institute for Transplant and Research, Inc.

ARTICLE V REGISTERED AGENT

The registered agent of this Corporation shall be: Ronald A. Christaldi. The street address of the registered agent of this Corporation shall be: 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

ARTICLE VI BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation, which shall consist of not less than three (3) directors. Except for the number constituting the initial Board of Directors, the election of directors shall be decided by majority vote of the Directors and the approval of the Lions Eye Institute for Transplant and Research, Inc.

ARTICLE VII MEMBERSHIP

Notwithstanding any other provision in these Articles or in the Bylaws to the contrary, the sole member of the corporation shall be the Lions Eye Institute for Transplant and Research, Inc. which shall have such powers as set forth in these Articles, the Bylaws and pursuant to the Florida Not For Profit Corporation Act, including the power to:

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1. Approve, disapprove or recommend the adoption, change, amendment or repeal of these Articles of Incorporation.
2. Approve, disapprove or recommend the adoption, change, amendment or repeal of the Bylaws of the Corporation.
3. Approve, disapprove or recommend the annual operating and capital budget of the Corporation.
4. Approve, disapprove or recommend the selection of a qualified accounting firm and law firm of the Corporation.
5. Approve or disapprove the transfer, sale, lease or disposition of any asset of the Corporation in excess of Ten Thousand Dollars (\$10,000.00).
6. Approve or disapprove the conferring of any lien or security interest in assets of the Corporation, whether same shall be in connection with either public or private financing, or otherwise.
7. Approve or disapprove contracts with a term of longer than six (6) months or with a compensation amount in excess of Ten Thousand Dollars (\$10,000.00).
8. Approve or disapprove all donations or charitable contributions by the Corporation to third parties in excess of One Thousand Dollars (\$1,000.00) per contribution or Five Thousand Dollars (\$5,000.00) in the aggregate annually.
9. Approve, disapprove or recommend the adoption of the Corporation's mission and philosophy statement.
10. Approve or disapprove non-budgeted capital expenditures by the Corporation in excess of Ten Thousand Dollars (\$10,000.00) per expenditure or Twenty Thousand Dollars (\$20,000.00) in the aggregate annually.
11. Approve or disapprove non-budgeted general expenditures by the Corporation in excess of Ten Thousand Dollars (\$10,000.00) per expenditure or Twenty Thousand Dollars (\$20,000.00) in the aggregate annually.
12. Approve, disapprove or remove any member of the Board or officer of the Corporation.
13. Approve, disapprove or recommend the dissolution of the Corporation or the sale of all or substantially all of the assets of the Corporation.

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ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is:

Lions Eye Institute for Transplant and Research, Inc.
f/k/a Central Florida Lions Eye and Tissue Bank, Inc.
1410 21st Street
Tampa, Florida 33605

ARTICLE IX
AMENDMENTS

All amendments to these Articles may be adopted, altered or amended or repealed only by affirmative vote of two-thirds (2/3) of the Directors present at a regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that these Articles be adopted, altered or amended or repealed, and in all instances, only with the approval of the Lions Eye Institute for Transplant and Research, Inc., provided however that in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Articles shall be furnished in writing to each Director and Lions Eye Institute for Transplant and Research, Inc. at least five (5) days prior to the meeting at which such alteration to the Articles shall be voted upon.

ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to the Lions Eye Institute for Transplant and Research, Inc., if the Lions Eye Institute for Transplant and Research, Inc. is then qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. If the Lions Eye Institute for Transplant and Research, Inc. is not then qualified, the remaining assets will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law or to the federal government or to a state or local government for exclusive public purpose, provided that the recipient or recipients of the distribution shall be approved by the Lions Eye Institute for Transplant and Research, Inc.

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IN WITNESS WHEREOF, these First Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on this 7th day of May, 2018.

By: 
Chase Stockton, Chair

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**CERTIFICATE AS TO FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIONS EYE INSTITUTE FOR TRANSPLANT AND RESEARCH FOUNDATION, INC.**

I HEREBY ACKNOWLEDGE, as the duly elected and qualified Chair of Lions Eye Institute for Transplant and Research Foundation, Inc., (the "Corporation") the following:

That these First Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation at a duly called meeting on the 7th day of March, 2018, pursuant to Section 617.1007, Florida Statutes; and

That these First Amended and Restated Articles of Incorporation were approved by the Lions Eye Institute for Transplant & Research, Inc. the sole member of the Corporation, on the 7th day of May, 2018, pursuant to Section 617.1007, Florida Statutes; and

That the number of votes cast in all instances was sufficient for approval.

Dated this 7th day of May, 2018.

**Lions Eye Institute for Transplant
and Research Foundation, Inc.**

BY:


CHASE SPOCKON,
Chair

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