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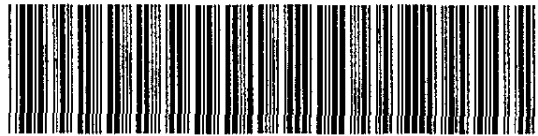
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Amend.

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Urology Center of Florida, Foundation, Inc.

DOCUMENT NUMBER: N05000011397

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Phyllis E. Ihle
(Name of Contact Person)

Urology Center of Florida Foundation, Inc.
(Firm/ Company)

4600 Southwest 46th Court, Building 200
(Address)

Ocala, Florida 34474
(City/ State and Zip Code)

For further information concerning this matter, please call:

Phyllis E. Ihle at 3352 873-6729
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
FOR
UROLOGY CENTER OF FLORIDA FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)

First: The date of filing of the Articles of Incorporation was November 10, 2005.

Second: The following amendment to the Articles of Incorporation was adopted by the Corporation, as follows:

ARTICLE III – PURPOSE AND DISTRIBUTION OF ASSETS

Article III of the Articles of Incorporation shall be amended in totality and replaced with the following language:

Purpose: The purpose of the Corporation shall be in conformity with Section 617.0301, Florida Statutes, as may hereafter be amended, and such purpose includes, without limitation, charitable, benevolent, community outreach, educational, civic, professional and scientific. Further, the Corporation is organized exclusively for charitable, educational, and scientific purposes only, under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any member or director of the Corporation or any individual having a private interest in the activities of the Corporation. The Corporation shall not participate in or intervene (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The term *funds of the Corporation*, as used herein, shall mean and include any properties and monies held by the Corporation, including any income accumulated and any proceeds from the sale of any properties sold or otherwise disposed of.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation except to the extent permissible within the limitations imposed by IRC section 501(h).

Notwithstanding any other provision contained in these documents, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes as a not-for-profit corporation and the Corporation shall not carry on any activities not permitted to be carried on by: (i) an organization exempt from federal income tax under IRC section 501(c)(3); or (ii) an organization contributions to which are deductible under IRC section 170(c)(2).

Distribution: The Corporation may be dissolved as provided herein or otherwise as provided by the applicable law. If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed only to one or more public agencies, organizations, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, scientific, literary, religious, or educational purposes, no part of the assets, income, or earnings of which may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private shareholder or individual and the activities of which do not include participation or intervention in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as an organization exempt from federal income tax under IRC section 501(c)(3).

Third: The Articles of Incorporation shall be modified to include Article VIII – Private Foundation, which shall provide as follows:

ARTICLE VIII – PRIVATE FOUNDATION

1. If the Corporation is determined a “private foundation” as described in 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code,
2. The Corporation shall comply with the following:
 - a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and
 - e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: These Articles of Amendment were adopted on the 1st day of April, 2006, by the Corporation’s Members, in accordance with the

Corporation's Bylaws, Articles of Incorporation, and with Section 617.1001, Florida Statutes.

Fifth: The effective date of these Articles of Amendment shall be the date of filing in the Department of State.

Dated this 1st day of April, 2006.

By: D. Russell Locke
D. Russell Locke, M.D., President