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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**NATIONAL VISION INSTITUTE, INC.**

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**ARTICLES OF INCORPORATION  
FOR  
NATIONAL VISION INSTITUTE, INC.**

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The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is National Vision Institute, Inc.

**ARTICLE II**

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

**ARTICLE III**

The purpose of this Corporation is to operate exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV**

The initial street and mailing address for the principal place of business of the Corporation is 880 Preston Trail, Melbourne, Florida 32940.

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**ARTICLE V**

The name and address of the initial registered agent is: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

**ARTICLE VI**

The initial Board of Directors of the Corporation shall consist of three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the members, but shall never be less than three (3). The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

Roger D. Davis, Ph.D.  
880 Preston Trail  
Melbourne, FL 32940

Edward Boshnick, O.D., F.A.A.O.  
8479 Coral Way  
Miami, FL 33155

Kurt Krueckeberg  
7912 Whispering Tree Lane  
Plano, TX 75024

**ARTICLE VII**

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

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**ARTICLE VIII**

The name and address of the initial incorporator shall be J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

**ARTICLE IX**

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

**ARTICLE X**

No substantial part of the activities of this Corporation shall be for 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future federal internal revenue law).

**ARTICLE XI**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 furtherance of the purposes set forth in Article III hereof. Notwithstanding the above, no compensation shall be paid for any services rendered as a Director of the Corporation.

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**ARTICLE XII**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 21st day of February, 2006.

  
\_\_\_\_\_  
J. PATRICK ANDERSON

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

  
\_\_\_\_\_  
J. PATRICK ANDERSON  
Registered Agent

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