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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
THE ERIC DOLCH CHILDREN'S ENCEPHALITIS FOUNDATION, INC.
N06000002885**

Pursuant to the provisions in §617.1001 and §617.1002 of the Florida Business Corporation Act (the "Act"), this not-for-profit corporation adopted the following Amended and Restated Articles of Incorporation on May 5, 2007, by unanimous written consent in lieu of a meeting of the Board of Directors. The Corporation has no members.

**ARTICLE I
Name**

The name of the corporation shall be **THE ERIC DOLCH CHILDREN'S ENCEPHALITIS FOUNDATION, INC.**, hereinafter referred to as the "Corporation."

**ARTICLE II
Principal Address**

The principal address for the Corporation is 164 Worth Court South, West Palm Beach, Florida, 33405.

**ARTICLE III
Purposes and Powers**

The objects and purposes of the Corporation are as follows:

A. The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation. The nature of the activities to be conducted or the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or of any corresponding provision of any future United States Internal Revenue Law (the "Code") and the Corporation is formed exclusively for the purpose of:

1. Finding the cure for children's encephalitis through research
2. Improving the quality of life for children with encephalitis and their caregivers
3. Educating children with encephalitis, their caregivers, healthcare professionals, and the general public about encephalitis and its treatment
4. Helping hospitals in our community properly diagnose and deal with children's encephalitis
5. Making sure that children in the U.S. receive the same quality of medical treatment as adults and senior citizens

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B. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.

C. The Corporation shall have all of the powers reasonably necessary to implement its purposes, including but not limited to, the following:

1. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the Bylaws of the Corporation;
2. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes;

D. The Corporation is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Corporation shall be distributed, upon dissolution or otherwise, to any individual. The Corporation may pay compensation in reasonable amounts to its Members or Officers, for services rendered, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a Director in his or her capacity as an Officer or employee or for services rendered to the Corporation outside of his or her duties as a Director. In such case, however, said Director shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Corporation.

E. 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 furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of the 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 (or in opposition to) any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not take any action or carry on any activity not permitted to be taken or carried on (a) by a corporation qualified for exemption from federal taxation under Section 501(c)(3) or the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV MEMBERS AND VOTING RIGHTS

A. The qualification for Members and the manner of their admission shall be regulated by the Bylaws for this Corporation.

B. The Bylaws of the Corporation shall provide for annual or more frequent meetings of Members, and may make provision for regular and special meetings of Members in

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addition to the annual meetings. The presence at any meeting of Members, in person or by proxy, entitled to cast fifty percent (50%) of the votes shall constitute a quorum for the transaction of business.

**ARTICLE V
CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE VI
DIRECTORS**

A. Directors: The property, business and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) nor more than twenty (20) persons. However, the initial Board of Directors shall consist of thirteen (13) persons until such time as additional Directors are appointed as set forth herein.

B. Election and Appointment of Directors: The Director(s) of the Corporation, in accordance with any applicable provisions of the Bylaws, shall serve for one (1) year or until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the Director's election, for the removal from office of any Director, for filling vacancies, and for the duties of the Director(s). If the office of any Director shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the Bylaws.

C. Original Board of Directors: The names and addresses of the first Board of Directors of the Corporation are as follows:

Olin Browne
9562 S.E. Sandpine Lane
Hobe Sound, FL 33455

Art Laughlin
2750 Clubhouse Place
West Palm Beach, FL 33409

Eddie Carbone
37 Cayman Place
Palm Beach Gardens, FL 33418

Kevin Murphy
245 Golfview Drive
Tequesta, FL 33469

Craig Dolch
164 Worth Court South
West Palm Beach, FL 33405

David Norris
131 Davit Drive
North Palm Beach, FL 33408

Alan Espy
12400 Plantation Lane
North Palm Beach, FL 33408

Frank Peard
712 East Third Street
Hinsdale, IL 60521

Ken Kennerly
18559 SE Palm Island Lane
Jupiter, FL 33458

Gil Pomar III
4957 Ortega Boulevard
Jacksonville, FL 32210

Nick Price
300 South Beach Road
Hobe Sound, FL 33455

Tim Rosaforte
109 Marberry Circle
Jupiter, FL 33458

Ava Van de Water
164 Worth Court South
West Palm Beach, FL 33405

**ARTICLE VII
OFFICERS**

A. Officers: The Corporation shall have a President, Vice-President, Secretary, Treasurer, and such other Officers and assistant Officers and agents as the Board of Directors may from time to time deem desirable consistent with the Bylaws of the Corporation.

B. Election and Appointment of Officers: The Officers of the Corporation, in accordance with any applicable provisions of the Bylaws, shall serve for two (2) years or until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the Officer's election, for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the Bylaws. The same person may hold two or more offices.

**ARTICLE VIII
BYLAWS**

The Board of Directors shall adopt the Bylaws consistent with these Articles of Incorporation, which may be altered, amended or repealed by the Membership in the manner set forth in the Bylaws.

**ARTICLE IX
AMENDMENTS**

Any amendment to these Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of all the votes of the entire Membership; provided, however, that: (a) no amendment shall make any change in the qualifications for Membership or the voting rights of the Members without the written approval or affirmative vote of all Members of the Corporation; and (b) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the purposes and powers set forth in Article III.

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**ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

To the extent permitted under Florida Law, every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a Director or officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or Officer may be entitled under statute or common law.

**ARTICLE XI
TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED**

No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officer, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE ADDRESS**

The registered agent shall be DAVID B. NORRIS and the address of the registered agent shall be 712 U.S. Highway One, Suite 400, North Palm Beach, FL 33408.

**ARTICLE XIII
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Foundation shall determine.

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IN WITNESS WHEREOF, the undersigned officer hereunto set his hand this 5th
day of May, 2007.

Craig M. Doll
Craig Doll, Chairman

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