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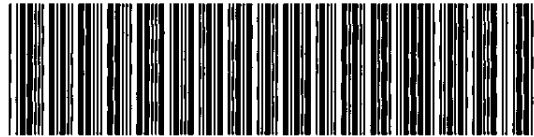
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TALLAHASSEE, FLORIDA

**JAMES R. BREWSTER  
ATTORNEY AT LAW  
847 N. MONROE ST., #208  
TALLAHASSEE, FL 32301**

Requester's Name

Address

City/State/Zip

Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Anatomical Gift Association, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

☐ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

**Examiner's Initials**

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ARTICLES OF INCORPORATION

OF

07 APR 13 AM 8:55

ANATOMICAL GIFT ASSOCIATION, INC.,

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A Florida Not For Profit Corporation

ARTICLE I

CORPORATE NAME

The name of this Corporation is *ANATOMICAL GIFT ASSOCIATION, INC.*, hereinafter referred to as "*the Corporation*", a Florida not for profit corporation.

ARTICLE II

GENERAL NATURE AND POWER

1. This is a non-profit corporation organized primarily to assist, improve, reduce delays, expand, increase and foster timely donations of medically acceptable dead bodies<sup>1</sup> to the State Anatomical Board located at the University of Florida College of Medicine in the Health Science Center, Gainesville, Florida, under Part II of Chapter 406, Florida Statutes. The Corporation's mission includes facilitating anatomical gifts for teaching, research, education, medical and scientific purposes (in conjunction with promoting public health). For example, this organization anticipates working with programs at medical schools for the training of future physicians, dentists, physician assistants, physical therapists and other disciplines which promote medical science. The Corporation also anticipates supporting research and training programs for licensed physicians and others who are now required to take continuing medical educational courses. In so doing, this corporation shall facilitate the timely donation of acceptable dead bodies to teaching hospitals, universities, schools, colleges and other institutions permitted by law to receive such bodies, so as to improve and expand educational and scientific research in the State of Florida and the United States of America.

The Corporation shall be at all times a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act (i.e., Chapter 617, Florida Statutes). *Notwithstanding anything herein to the contrary, the Corporation shall be organized and shall be operated exclusively for public charitable, scientific, health and educational uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.*

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<sup>1</sup> Where time is both of the essence and the enemy of research.

2. The Corporation shall have the full power and authority to:

(a) Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the benefit of any and all charitable purposes.

(b) Carry on all the other activities allowed by the laws of the State of Florida and the United States for a charitable, scientific, health and educational organization.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; and

(d) Retain patents, copyrights, processes or formulae resulting from its activities, provided such is made available to the public on a nondiscriminatory basis.

(e) Within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

#### ARTICLE III TERM OF EXISTENCE

The date and time of the commencement of the corporate existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

#### ARTICLE IV CHARITABLE PURPOSE AND POWER

The specific and primary purposes for which the Corporation is formed, include without limitation, the following missions:

(a) *TO ENHANCE PUBLIC AWARENESS OF, AND TO OBTAIN THE INFORMED CONSENT FOR, THE DONATION OF DEAD BODIES FOR LAWFUL EDUCATION AND SCIENTIFIC PURPOSES;* and any other related or corresponding lawful purposes not for pecuniary profit and not specifically prohibited to corporations by the laws of the State of Florida or the Internal Revenue Code.

(b) To operate exclusively *in any other manner* for such charitable, benevolent, scientific, health and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V  
PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit.

2. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes as set forth herein.

(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 publication or distribution of statements) any political campaign on behalf of any candidate of public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) by a corporation, *contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.*

3. *It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority, policies, procedures, and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.*

ARTICLE VI  
ADMINISTRATION

1. The Corporation is organized under a nonstock basis. The annual meeting shall be held at such time and place as set forth in the Bylaws. Cumulative voting for any and all purposes is expressly prohibited.

2. The Corporation shall provide for equal employment opportunities to all persons regardless of race, color, religion, sex, age or natural origin.

#### ARTICLE VII MEMBERSHIP

1. The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

2. The Corporation shall consist of persons, including individuals, partnerships, and corporations, elected to membership by the Board of Directors. All persons who are interested in objectives of the Corporation shall be eligible to membership. For proper cause and after reasonable notice and hearing the membership of any person may be terminated by the Board of Directors. Failure to pay membership dues as required under the Bylaws shall be sufficient cause for termination of membership.

3. The Corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age, or natural origin.

#### ARTICLE VIII MANAGEMENT OF CORPORATE AFFAIRS

1. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a **Board of Directors (a/k/a Board of Trustees)**. Directors must be natural persons who are 18 years of age or older but need not be either residents of the State of Florida or members of the Corporation. The method of election and/or appointment of directors shall be conducted as more fully stated in the Bylaws. The number of directors of the Corporation shall not be less than **three (3)**; provided, however, that a greater number may be established from time to time and revised by a duly adopted Bylaw. A quorum of the Board of Directors shall consist of one-third (1/3) the prescribed number of directors as set forth in the Bylaws, unless a duly adopted Bylaw requires a higher percentage.

2. Except as otherwise set forth in the Bylaws, directors elected at the annual meeting, and at all times thereafter, shall serve for a term of either **one (1) or more years, as more fully set forth in the bylaws** until the annual meeting of members following the election of Directors and until the qualification of the

successors in office. Annual meetings shall be held at such other place or places as the Board of Directors may designate from time to time by resolution.

3. The Bylaws may provide for staggered terms for directors, as permitted by Section 617.0806, Florida Statutes.

4. The President (a/k/a Chairperson), Vice-President (a/k/a Vice-Chairperson), the Secretary and the Treasurer of the Corporation shall be members of the Board of Directors; all other officers of the Corporation may be ex officio members (without any voting privileges) of the Board of Directors, except as otherwise expressly provided for in the Bylaws.

5. 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 members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such 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 which related to action so taken 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 the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

6. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on *the initial Board of Directors* (a/k/a Board of Trustees) are as follows:

F. JAMES WYLIE, JR.  
5359 Pembroke Place  
Tallahassee, FL 32309

SANDRA B. WYLIE  
5359 Pembroke Place  
Tallahassee, FL 32309

JAMES R. BREWSTER  
547 North Monroe Street, Suite 203  
Tallahassee, Florida 32301

7. The above named directors shall serve until the first annual election.

ARTICLE IX  
OFFICERS

1. The officers of the Corporation shall be the President, (a/k/a Chairperson), the Vice-President (a/k/a Vice-Chairperson), the Secretary, the Treasurer, and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected or appointed annually or bi-annually by the Board of Directors, as more fully set forth in the Corporation's Bylaws.

2. The names of the *initial officers* to serve until the first election, are as follows:

F. JAMES WYLIE, JR., President  
5359 Pembridge Place  
Tallahassee, FL 32309

SANDRA B. WYLIE, Vice-President/Secretary-Treasurer  
5359 Pembridge Place  
Tallahassee, FL 32309

ARTICLE X  
EARNINGS AND ACTIVITIES OF THE CORPORATION

1. 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 IV hereof.

2. 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.

3. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, *contributions to which are deductible* under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).



4. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

5. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) by a corporation, *contributions to which are deductible for federal income tax purposes* under Section 170(c)(2) of the Internal Revenue Code.

6. It is intended that the Corporation shall have, and continue to have, the status of and organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

#### ARTICLE XI DEDICATION OF ASSETS

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

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ARTICLE XII  
DISSOLUTION/RESERVATION OF ASSETS

*In the event of dissolution or the termination of the Corporation, title to all of its assets shall vest in one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170 (c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.*

ARTICLE XIII  
INCORPORATOR

The name and address of the incorporator is as follows:

F. JAMES WYLIE, JR.  
5359 Pembridge Place  
Tallahassee, FL 32309

ARTICLE XIV  
INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT  
OF CORPORATION

1. The initial principal office, name and address of the initial registered agent of the Corporation shall be:

ANATOMICAL GIFT ASSOCIATION, INC.  
P.O. Box 16044 (32317-6044)  
5359 Pembridge Place  
Tallahassee, FL 32309

James R. Brewster, Attorney  
Registered Agent for  
ANATOMICAL GIFT ASSOCIATION, INC.  
547 North Monroe Street, Suite 203,  
Tallahassee, FL 32301

ARTICLE XI  
BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Corporate Act of the State of Florida, concerning corporate action that must be authorized or approved by the member(s) of the Corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a vote of two-thirds (2/3) of the directors, or by following the procedure set forth therefor in the Bylaws. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the membership.

ARTICLE XVI  
AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a vote of two-thirds (2/3) of all members present at any meeting of the membership called for that purpose; a quorum at said meeting shall consist of one-third (1/3) of the Corporation's members. Notwithstanding anything herein to the contrary, amendments to these Articles of Incorporation which are advisable to obtain or maintain the Corporation's tax-exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

ARTICLE XVII  
INDEMNIFICATION

The Corporation shall indemnify, including advancement of expenses, and any and all of its Directors or officers and former Directors and officers, against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties by reason of being or having been Directors or officers of the Corporation, except in relation to matters as to which any such Director or officer, or former Director or officer or person, shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Bylaws, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of members or otherwise.

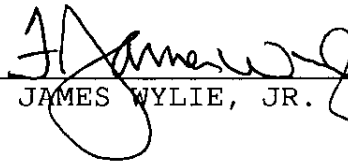
ARTICLE XVIII  
DEFINITIONS

For purposes of these Articles of Incorporation, "**charitable purposes**" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of "**the Internal Revenue Code**" shall be considered reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

IN WITNESS WHEREOF, I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that I have executed these Articles of Incorporation for the purpose of creating a corporation, not for profit, under the laws of the State of Florida.

DATED this 14<sup>th</sup> day of April, 2007.

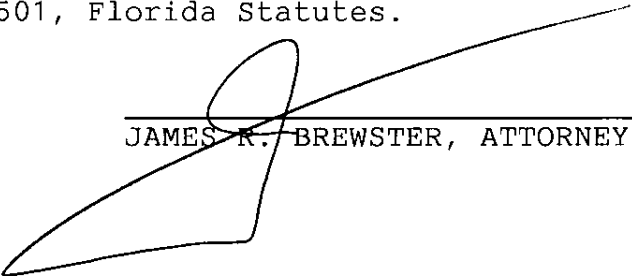
INCORPORATOR:

  
\_\_\_\_\_  
F. JAMES WYLIE, JR.

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

  
\_\_\_\_\_  
JAMES R. BREWSTER, ATTORNEY