

NO8000011227

(Requestor's Name)

JOSEPH H. GANGUZZA
& ASSOCIATES, P.A.

1360 SOUTH DIXIE HIGHWAY, SUITE 100
CORAL GABLES, FLORIDA 33146

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

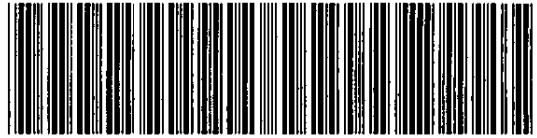
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700158530087

07/27/09--01048--011 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 11 PM 2:24

Amend

C.COULLIETTE

AUG 11 2009

EXAMINER



Rene

FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 28, 2009

JOSEPH H. GANGUZZA & ASSOCIATES, P.A.
1360 SOUTH DIXIE HWY
STE 100
CORAL GABLES, FL 33146

SUBJECT: INTERNATIONAL RESEARCH FOUNDATION, INC.
Ref. Number: N08000011227

We have received your document for INTERNATIONAL RESEARCH FOUNDATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 409A00025838

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 AUG 11 AM 8:00

RECEIVED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

INTERNATIONAL RESEARCH FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 11 PM 2:24

INTERNATIONAL RESEARCH FOUNDATION, INC. (the "Corporation"), a not for profit corporation organized and existing under and by virtue of the Florida Not for Profit Corporation Act (the "Act"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by the Board of Directors of the Corporation and adopted on July 8, 2009. The number of votes cast for the amendment were sufficient for approval. The corporation has no members therefore there are no members entitled to vote on this amendment.

2. The Articles of Incorporation (originally filed on December 12, 2008) are hereby amended and restated in their entirety as follows:

3. The name of the corporation is INTERNATIONAL RESEARCH FOUNDATION, INC. The principal office and mailing address of the corporation shall initially be located at 314 East Dania Beach Boulevard, #103, Dania Beach, Florida 33004.

4. The period of its duration is perpetual.

5. The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: medical and scientific research for the betterment of mankind.

6. Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection,

respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with

or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this 8th day of July, 2009.


DAVID MUNDSCHENK, President