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FLORIDA PROFIT/NON PROFIT CORPORATION  
KENNEDY-WHITE ORTHOPAEDIC CENTER RESEARCH  
FOUNDATION, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
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TALLAHASSEE, FLORIDA

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January 26, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BLALOCK, WALTERS, HELD & JOHNSON, P.A.

SUBJECT: KENNEDY-WHITE ORTHOPAEDIC CENTER RESEARCH FOUNDATION  
REF: W12000004943

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H12000020942  
Letter Number: 512A00002126

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**ARTICLES OF INCORPORATION**  
**OF**  
**KENNEDY-WHITE ORTHOPAEDIC CENTER RESEARCH FOUNDATION, INC.**

A Not-for-Profit Corporation

The undersigned, for the purpose of creating a foundation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME AND ADDRESS**

The name of this foundation shall be **KENNEDY-WHITE ORTHOPAEDIC CENTER RESEARCH FOUNDATION, INC.** (the "Foundation"). The address of the Foundation's principal office shall be at 6050 Cattleridge Blvd., Suite 201, Sarasota, Florida 34232.

**ARTICLE II**  
**OBJECTIVES AND PURPOSES**

The general objectives and purposes of this Foundation shall be:

Notwithstanding the following, the purposes for which this Foundation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

A. To establish and operate a not-for-profit corporation organized and operated exclusively for the purpose of supporting and engaging in medical research.

B. To establish and publish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Foundation or necessary or desirable in order to accomplish them.

D. Notwithstanding any other provision of these Articles, this Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from

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Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

**ARTICLE III**  
**TERM OF EXISTENCE**

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Foundation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Foundation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Board of Directors as provided in the Bylaws of this Foundation.

**ARTICLE IV**  
**BOARD OF DIRECTORS OF THE FOUNDATION**

The affairs of the Foundation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Foundation. The Foundation shall have three (3) Directors initially. The number of Trustees may be increased or reduced from time to time, as provided in the Bylaws of the Foundation; however, the Foundation shall at all times have at least three (3) Directors.

**ARTICLE V**  
**NAMES OF INITIAL BOARD OF DIRECTORS**

**Directors:****Address:**

Sean O'Neal

6050 Cattleridge Blvd.  
Suite 201  
Sarasota, Florida 34232

William R. Kennedy, M.D.

6050 Cattleridge Blvd.  
Suite 201  
Sarasota, Florida 34232

Edward J. Stolarski, M.D.

6050 Cattleridge Blvd.  
Suite 201  
Sarasota, Florida 34232

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**ARTICLE VI**  
**RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation, the Foundation:

A. Is a not-for-profit corporation. No part of the net earnings of this Foundation shall inure to the benefit of, or be distributable to its members, Directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

**ARTICLE VII**  
**DISSOLUTION**

In the event the Foundation is dissolved by either voluntary or involuntary means, all residual assets of the Foundation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Foundation's Board of Directors in their sole discretion, applying the guidelines set forth herein. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AGENT**

The street address of the initial registered office of the Foundation is 6050 Cattleridge Blvd., Suite 201, Sarasota, Florida 34232, and the name of the initial registered agent of the Foundation is Sean O'Neal.

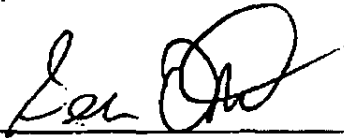
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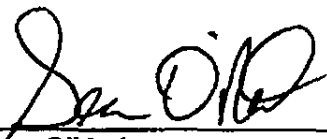
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**ARTICLE IX**  
**INCORPORATOR**

The name and street address of incorporator of the Foundation are as follows: Sean O'Neal, 6050 Catleridge Blvd., Suite 201, Sarasota, Florida 34232.

  
\_\_\_\_\_  
Sean O'Neal  
Incorporator

*Having been named as registered agent and to accept service of process for the above stated Foundation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.*

  
\_\_\_\_\_  
Sean O'Neal

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