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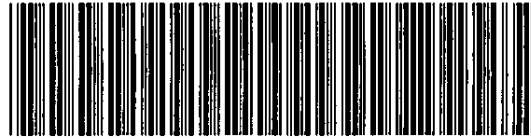
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FILED
2017 MAY 12 P 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 17 2017
T. LEMIEUX

Am Restated

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

2017 MAY 12 P 4: 36

FOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INSULIN FOR LIFE USA, INC.

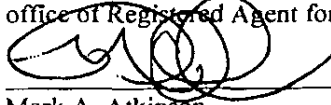
In compliance with Chapter 617 Florida Statutes, and pursuant to the provisions of section § 617.1007, Florida Statutes the following Amended and Restated Articles of Incorporation of Insulin for Life USA, Inc, a Florida corporation, not for profit, originally incorporated as Insulin For Life USA, Inc. with its *Certificate of Incorporation* having been filed with the office of the FL Department of State on the 4th day of August 2012, as previously amended with Articles of Amendment filed with the office of the FL Department of State on the 12th day of October 2012, is submitted::

**ARTICLE I
NAME AND REGISTERED ADDRESS**

The name of this corporation shall be Insulin for Life USA, Inc. and said corporation shall be located in Gainesville, Alachua County, Florida, with principal place of business at 5750 SW 75th Court 50, Gainesville, FL 32608, and mailing address at 5745 SW 75th Street #116, Gainesville, FL 32608, USA, or at such other place as the Directors may from time to time designate.

**ARTICLE II
REGISTERED AGENT**

The registered agent of this corporation is Mark A. Atkinson located at 7456 SW 116th Terrace, Gainesville, Florida. I understand the duties and obligations of my position as Registered Agent, agree to comply the Florida laws relating to my duties and hereby accept the office of Registered Agent for this corporation.



Mark A. Atkinson

**ARTICLE III
PURPOSE**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 the corresponding section of any future federal tax code.

The purposes for which the corporation is proposed are:

- (1) To create public awareness, support and assistance for individuals living with diabetes in underserved areas who may not have easy access to insulin and other diabetic supplies.
- (2) To work and co-operate with professional and other organizations for the development and improvement of cost effective access to insulin.
- (3) To propose and undertake studies of the affordability and availability of insulin throughout the world.
- (4) To continue to co-operate with other not for-profit organizations who are involved with education and support for individuals living with diabetes in underserved areas.

ARTICLE IV DURATION

The term for which this corporation shall exist shall be perpetual unless otherwise directed by the Board of Directors. The term began on the date this corporation is approved by the Florida Secretary of State.

ARTICLE V MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the Board of Directors at the time of this restatement is five, their names and addresses being as follows:

Dr. Mark Atkinson, President	7456 SW 116 th Terrace, Gainesville, FL 32608, USA
Dr. Francine Kaufman, Vice President	1401 North Bundy Drive Los Angeles CA 90049, USA
Margery Perry Secretary/ Treasurer	PO Box 3382, Aspen, CO, 81612, USA
Howard Steinberg	11 Stony Point Road, Westport, CT 06880, USA
Henry Anhalt	293 E. Linden Ave., Englewood, NJ 07631, USA
Dr. Alicia Jenkins	16 Cassar Place, North Carlton 3054, Australia
Howard Haligan	335 Heathcote Road, Scarsdale, NY 10583, USA

Members of the Board of Directors, and Officers identified above shall serve until the next annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI EXEMPTION REQUIREMENTS

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 Three hereof. 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 or in opposition to 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 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 the corresponding section of any future federal tax code.

ARTICLE VII DISSOLUTION

Upon termination or dissolution of the corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation hereunder shall be selected in the discretion of a majority of the managing Board of the corporation, and if its Directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation by one (1) or more of its managing Board which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then 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 corporation 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. Upon the dissolution of the corporation, assets shall be distributed.

**ARTICLE VIII
INCORPORATOR**

The original incorporator of this corporation is: Carolyn Atkinson with address at:

7456 SW 116th Terrace
Gainesville, FL 32608

Adoption of Amended and Restated Articles of Incorporation:

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Insulin for Life USA, Inc. Board of Directors on the 23rd day of March, 2017.

Effective as of the date signed below, these Amended and Restated Articles of Incorporation shall supersede the original articles of incorporation, and the amendment to it.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 2 day of may, 2017.

Signature: _____

By: Mark A. Atkinson

Title: President, Insulin for Life USA, Inc.

DELL GRAHAM

JOHN D. JOPLING* ELLEN R. GERSHOW† DAVID M. DELANEY** MICHAEL S. DONSKY* RUPA S. LLOYD**

JAMIE LYNN WHITE ERIC M. NEIBERGER BRENT D. HARTMAN

May 8, 2017

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Via Certified Mail Receipt: # 7014 2120 0002 3080 5412

Re: Articles of Amendment (Amended & Restated Articles of Incorporation)
CORPORATION: INSULIN FOR LIFE USA, INC.
DOCUMENT NO: N12000007796

To Whom It May Concern:

On behalf of our client, Insulin for Life USA, Inc., enclosed please find Amended and Restated Articles of Incorporation. Also enclosed is a check made payable to the Florida Department of State for \$35.00 which represents the filing fee for Articles of Amendment.

Please forward confirmation of the filing to my attention at Dell Graham, P.A., 203 N.E. 1st Street, Gainesville, Florida 32601. If you have any additional questions, please contact me at (352) 416-0078, or by e-mail at rlloyd@dellgraham.com.

Sincerely,



Rupa S. Lloyd, Partner
Attorney at Law

Encl:
Amended and Restated Articles
Check for \$35.00 (filing fee)

*Florida Board Certified Civil Trial Lawyer † Florida Board Certified in Wills, Trusts & Estates

**Florida Board Certified in Education Law ** AHCA Licensed Healthcare Risk Manager

P: 352.372.4381 F: 352.376.7415 WWW.DELLGRAHAM.COM

203 N.E. FIRST STREET GAINESVILLE FLORIDA 32601