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TALLAHASSEE, FLORIDA

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JUL 25 2014

C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Center for Life Science Excellence, Inc.

DOCUMENT NUMBER: N13000007565

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John W. Chapman, Jr.

Name of Contact Person

The John Chapman Law Firm, P.A.

Firm/ Company

1515 Ringling Blvd., Suite 870

Address

Sarasota, FL 34236

City/ State and Zip Code

jchapman@johnchapmanlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John W. Chapman, Jr.

Name of Contact Person

at (941) 404-4616

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Certificate of Status

☐ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
THE CENTER FOR LIFE SCIENCE EXCELLENCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Non-Profit Corporation

These articles of incorporation are signed by the incorporators for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. - NAME

The name of this corporation is The Center for Life Science Excellence, Inc. The principal office and the mailing address of the corporation is 1800 2nd Street Suite 892, Sarasota, Florida 34236.

ARTICLE II. - PURPOSE

The corporation is organized to foster a collaborative community to represent the region (Orlando – Tampa – Sarasota) in Florida's overall life-science ecosystem. It will educate and mentor promising individuals and companies looking to find the science, industry infrastructure, talent and resources that they need to succeed. The corporation shall be operated exclusively for charitable, educational and scientific purposes, including, but not limited to:

(a) Conducting its affairs, carrying on its operations, and having offices and exercising the powers granted by the Florida Not For Profit Corporation Act in any state or in any foreign country;

(b) Conducting educational, training, leadership development and mentoring programs;

(c) Administering for charitable purposes property donated to the corporation;

(d) Distributing property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes, as set forth in these articles of incorporation, or in accordance with the determination made by the board of directors pursuant to these articles of incorporation;

(e) Receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the corporation, or such other charitable, religious or educational organizations that are described in §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt from taxation under §501(a);

(f) Reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need; and

(g) Engaging in any and all lawful activities necessary or desirable for the accomplishment of any of the above described powers.

ARTICLE III. - MEMBERSHIP

The corporation shall have no members.

ARTICLE IV. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of no less than three directors. The board of directors shall be elected or appointed as provided in the bylaws. The board of directors shall have the requisite power and authority, which is customarily vested in corporate directors over the business and affairs of the corporation. The initial directors of this corporation shall be as follows:

Christopher G. Cogan
1800 2nd Street
Suite 892
Sarasota, Florida 34236

Robert G. Bartner
1800 2nd Street
Suite 892
Sarasota, Florida 34236

Russell Vernon
1800 2nd Street
Suite 892
Sarasota, Florida 34236

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be 1515 Ringling Boulevard Suite 870, Sarasota, Florida 34236, and the registered agent at such office shall be John Chapman.

ARTICLE VII. - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, but 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 II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under Section 501(c)(3) of the Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from taxation under the Code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify the incorporator and any director or officer, or any former director or officer, to the full extent permitted by law.

ARTICLE IX. - INCORPORATORS

The name and address of the incorporator are as follows:

Christopher G. Cogan
1800 2nd Street
Suite 892
Sarasota, Florida 34236

ARTICLE X - OFFICERS

The corporation shall be governed by a president, vice president, secretary, treasurer and any other officers which may be established by the

bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws.

ARTICLE XI. - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE XII. - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by a two-thirds vote of the board of directors present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in Article VII.

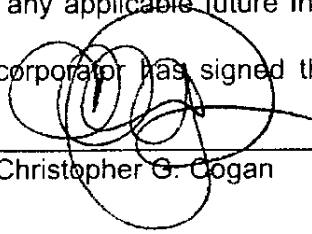
ARTICLE XIII. - DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under Section 501(c)(3) of the Code, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the circuit court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or such charitable organization or organizations described in Section 501(c)(3) of the Code as the court shall select.

ARTICLE XIV. - DEFINITIONS

For purposes of these articles, "charitable purposes" include educational, religious, scientific, public and other purposes, contributions to which are deductible under Section 170(c) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on June 3, 2014.

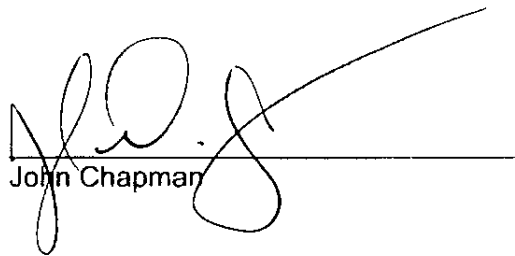


Christopher G. Cogan Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: June 3, 2014


John Chapman