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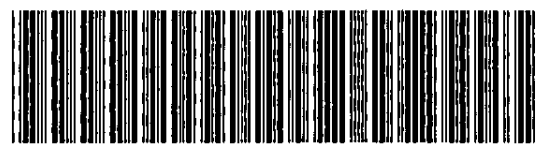
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02/04/15

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Retina Patients First Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Adam O. Kirwan
Name (Printed or typed)

301 N. Ferncreek Ave., Suite C
Address

Orlando, FL 32803
City, State & Zip

407-210-6622
Daytime Telephone number

adam@kirwanlawfirm.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION
OF
RETINA PATIENTS FIRST FOUNDATION, INC.
(a Florida not-for-profit corporation)

The undersigned adopts the following Articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

Article I
Name

The name of the Corporation shall be RETINA PATIENTS FIRST FOUNDATION, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Corporation".

Article II
Address

The address of the initial principal office of the Corporation is 5150 North Davis Highway, Pensacola, Florida 32503 and the initial mailing address of the Corporation is 5150 North Davis Highway, Pensacola, Florida 32503.

Article III
Purpose

This corporation is organized exclusively for charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue code of 1986, 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 corresponding section of any future federal tax code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefits of the Corporation.

Article IV
Powers

The powers of the Corporation shall include and be governed by the following provisions:

1. The Corporation shall have all of the powers conferred upon a not-for-profit corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles and the Bylaws, including, without limitation, the power to:

- a. manage, control, operate, maintain, repair and improve property for which the Corporation by rule, regulation, covenant or contract has a right or duty to provide such services;
- b. to enforce covenants, conditions, or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Bylaws;
- c. to engage in activities which will actively foster, promote and advance the common interests of all Members of the Corporation;
- d. to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, subject to such limitations as may be set forth in the Bylaws;
- e. to borrow money for any purpose, subject to such limitations as may be contained in the Bylaws;
- f. to enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Corporation, with or in association with any other corporation, association, or other entity or agency, public or private;
- g. to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;
- h. to adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or thereafter be permitted by law; the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

2. The Corporation shall make no distributions of income to its members, directors, or officers.

Article V Term

The Corporation shall be of perpetual duration.

Article VI Directors

1. The affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of nine (9) directors.

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The number of directors may be increased or decreased, but never fewer than three (3), in accordance with the Bylaws.

2. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sunil Gupta, MD	5150 North Davis Hwy, Pensacola, FL 32503
Alex Stockdale	318 Kemp Road, Mooresville, NC 28117
Warren Laurita	3401 Enterprise Parkway, Suite 300, Beachwood, OH 44122
Larry Singerman, MD	14725 Detroit Avenue, Suite 200, Lakewood, OH 44107
Alan Kimura, MD	850 E. Harvard Ave, Suite 155, Denver, CO 80210
Peter Sonkin, MD	345 23rd Ave N, Suite 350, Nashville, TN 37203
Stephanie Vanderveldt, MD	2395 Wall St, Suite 280, Conyers, GA 30013
Robert Schroeder, MD	9933 Lawler Ave, Suite 207, Skokie, IL 60077
Angela Chambers	1750 E. Glendale Ave, Phoenix, AZ 85020

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3. The method of election, removal and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the Bylaws.
4. The Board may designate its operating authority to such corporations, individuals and committees as it, in its discretion, may determine.

Article VII
Bylaws

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

Article VIII
Liability of Directors

To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permit the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its members or any third party for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. Further, the Corporation agrees to indemnify and hold harmless any director from any costs and/or liability incurred as the result of actions by any third party against them personally which relate to their action or inaction in their capacity as a director of the Corporation.

Article IX
Amendments

Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes. Any proposed amendment must be approved by seventy-five percent (75%) of Board of Directors of the Corporation.

Article X
Dissolution

The Corporation may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of seventy-five percent (75%) of the Board of Directors of the Corporation. Upon dissolution of the Corporation, any remaining real property assets of the Corporation shall be dedicated to an appropriate non-profit entity to be used for purposes similar to those for which the Corporation was created or turned over to 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. The residual assets of the Corporation shall likewise be turned over to 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 a federal, state or local government for exclusive public purposes(s). No transfer or distribution of Company assets shall be permitted to the extent so doing would impair or destroy the tax exempt status to donations, contributions, legacies or dues received by the Corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

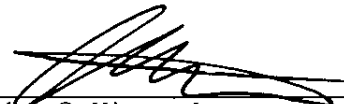
Article XI
Incorporator

The name of the incorporator of the Corporation is Adam O. Kirwan, The Kirwan Law Firm, whose address is: 301 N. Ferncreek Avenue, Suite C, Orlando, Florida 32803.

Article XII
Registered Agent and Office


The initial registered office of the Corporation is The Kirwan Law Firm, whose address is: 301 N. Ferncreek Avenue, Suite C, Orlando, Florida 32803 and the initial registered agent at such address is Adam O. Kirwan, Esquire.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of January, 2015.


Adam O. Kirwan, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT

I, Adam O. Kirwan, hereby accept appointment as registered agent for the Corporation, and acknowledge my acceptance with my signature below on this 23rd day of January, 2015.


Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Adam O. Kirwan, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and said person acknowledges before me that he executed those Articles of Incorporation for the uses and purposes therein contained on this 23rd day of January, 2015.




Notary Public
My Commission Expires: 1-23-16