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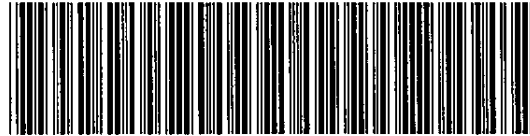
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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

JUL 28 2014

C. CARROTHERS

**TROIANO & ROBERTS, P.A.**

ATTORNEYS AT LAW

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LAKELAND, FLORIDA 33801-4617

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July 23, 2015

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

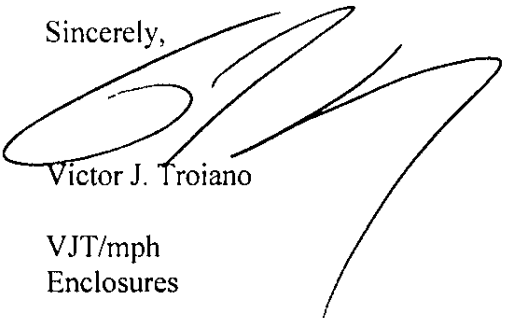
Re: Council on Nursing and Anthropology Inc.  
Our File No.: 2015-0147

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Amendment and Restatement of the Articles of Incorporation for the above named entity. After filing, please return a filed copy of the Articles to my office as soon as possible. I have also enclosed a check in the amount of \$35.00 to cover your filing fees.

Thank you for your assistance in this matter. Should you have questions or comments, please contact our office.

Sincerely,



Victor J. Troiano

VJT/mph  
Enclosures

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2015 JUL 27 AM 11:15  
ARTICLES OF AMENDMENT AND RESTATEMENT OF THE  
ARTICLES OF INCORPORATION  
OF THE  
COUNCIL ON NURSING AND ANTHROPOLOGY INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following ARTICLES OF AMENDMENT AND RESTATEMENT of its ARTICLES OF INCORPORATION and hereby completely amends and restates its Articles of Incorporation as follows:

**ARTICLE I: NAME**

The name of the corporation shall be: COUNCIL ON NURSING AND ANTHROPOLOGY INC.

**ARTICLE II: ADDRESS**

The street address of the initial principal office and mailing address of the corporation is:

5602 Lake Pointe Drive  
Lakeland, FL 33813

**ARTICLE III: PURPOSE**

The general purposes of this Corporation are exclusively charitable, educational, scientific, and literary within the meaning of Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation or the Corporation's bylaws (the "**Bylaws**"), this Corporation shall not carry on any activities not permitted to be carried on:

- (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or;
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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 herein. 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.

The Corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

*To provide a forum for the discussion of issues in nursing and anthropology, to share research and theory that interrelate the two fields and to serve as peer reviewers for its members.*

#### **ARTICLE IV: POWERS, PROHIBITIONS, AND REQUIREMENTS**

The Corporation shall have the power to:

- (a) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- (b) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit";
- (c) Elect or appoint such officers and agents as its affairs shall require;
- (d) Adopt, change, amend and repeal Bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;
- (e) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- (f) Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;

- (g) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets;
- (h) Make or accept donations for the public welfare or for charitable, educational, scientific, literary, testing for public safety, or other similar purposes;
- (i) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized; and
- (j) Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

#### **ARTICLE V: MEMBERS**

Membership shall be on an annual basis and shall be open to anyone who is interested in nursing and anthropology, as well as the purposes for which this corporation was formed, and who has paid the annual membership dues as may be set by the corporation from time to time.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The name and address of its initial Registered Agent in Florida is Rosemarie S. Lamm, and its initial registered office is presently located at 5602 Lake Pointe Drive, Lakeland, Florida 33813.

#### **ARTICLE VII: INCORPORATOR**

The name and street address of the incorporator is:

Rosemarie S. Lamm  
5602 Lake Pointe Drive  
Lakeland, FL 33813

## **ARTICLE VIII: INDEMNIFICATION**

This Corporation may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a Director or officer of the Corporation or of any not for profit corporation of which the Corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a Director or officer of the Corporation or of any not for profit corporation of which the Corporation is a member. To the fullest extent not prohibited by law, the Corporation may advance indemnification expenses for actions taken in the capacity of such person as an officer or Director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expense incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

Furthermore, the Corporation, by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any not for profit corporation of which the Corporation is a member. The Corporation, by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expense incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

Absent specific action by the Board of Directors, the authority granted to the Board of Directors in the preceding paragraphs of this Article shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

## **ARTICLE IX: DISSOLUTION**

In the event of dissolution of this Corporation for any reason, the assets of the Corporation shall be distributed only for an exempt purpose as described in Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for an exempt purpose.

## **ARTICLE X: AMENDMENT**

These Articles may be amended by the majority vote of Directors in office at the time of the Amendment.

The date of the adoption of these Amended and Restated Articles of Incorporation shall be the date that this document was signed by all directors of the corporation.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors. There are no members who are entitled to vote on this amendment



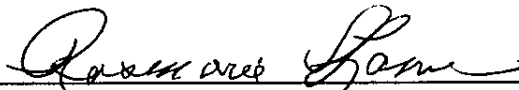
Karen Breda, President and Director

Date: 6/30/2015



Mary deChesnay, Secretary and Director

Date: 6/30/2015



Rosemarie S. Lamm, Treasurer and Director

Date: 6/30/2015