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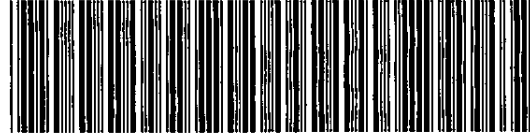
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DIVISION OF CORPORATIONS
SECRETARY OF STATE

DEC 2 2015
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 9, 2015

AARON TRACY, ESQ. / TRACY LAW, P.A.
PO BOX 2759
SARASOTA, FL 34230 US

SUBJECT: FLORIDA SOCIETY OF INTERVENTIONAL PAIN PHYSICIANS
EDUCATIONAL AND RESEARCH FOUNDATION, INC
Ref. Number: N15000002937

We have received your document for FLORIDA SOCIETY OF INTERVENTIONAL PAIN PHYSICIANS EDUCATIONAL AND RESEARCH FOUNDATION, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 415A00021405

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Society of Interventional Pain
Physicians Educational and Research Foundation, Inc.
DOCUMENT NUMBER: 915000002937

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

Please return all correspondence concerning this matter to the following:

Aaron Tracy, Esq.
(Name of Contact Person)

Tracy Law, P.A.
(Firm/ Company)

PO Box 2759
(Address)

Sarasota, FL 34230
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Aaron Tracy, Esq. at (941) 405-9156
(Name of Contact Person) (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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|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA SOCIETY OF INTERVENTIONAL PAIN PHYSICIANS EDUCATIONAL AND RESEARCH
FOUNDATION, INC.**

N15000002937

I, the undersigned, hereby amend and restate the **ARTICLES OF INCORPORATION OF FLORIDA SOCIETY OF INTERVENTIONAL PAIN PHYSICIANS EDUCATIONAL AND RESEARCH FOUNDATION, INC.** ("Amended Articles"), and make, subscribe, acknowledge and file these Amended Articles with the Secretary of State of the State of Florida in accordance with Chapter 617 Florida Statutes, as now in force or hereafter amended.

**Article I
Name and Address**

The name of this corporation continues to be:

Florida Society of Interventional Pain Physicians Educational and Research Foundation,
Inc. (the "Corporation").

The principal office and mailing address of the Corporation is:

11319 Cortez Blvd.
Brooksville, FL 34609

or such other address within the State of Florida as the Board of Directors may from time to time designate.

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STATE OF FLORIDA
DIVISION OF CORPORATIONS
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**Article II
Term of Existence**

The term of existence of the Corporation is perpetual. The existence of the Corporation commenced on the 19th day of March 2015.

**Article III
Purpose & Nature**

The general objectives and purposes of this Corporation shall be:

1. The Corporation is organized exclusively for charitable, scientific and educational purposes, 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 provision of any future Federal tax code.
2. To research and provide education with regard to interventional pain medicine and related practices. The corporation strives to both research methodologies of

intervention pain medicine and educate physicians and the general public regarding interventional pain medicine, the practices of pain medicine and an individual's ultimate health, safety and well-being.

3. To create an environment for the Corporation that supports and rewards honesty, integrity and trust.
4. To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and to enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.
5. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.
6. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Directors in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.
7. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other 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 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 IV Restrictions

Notwithstanding any other Article of these Articles of Incorporation, if the Corporation is determined to be a Private Foundation within the meaning of Section 509(a) of the Internal Revenue Code (or corresponding section of any future Federal tax code), then the Corporation:

1. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
2. 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).

3. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
4. 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).
5. 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).
6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, 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 Section 501(c)(3) purposes. 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 publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Article V Incorporator

The name and address of the original incorporator to the original Articles of Incorporation is as follows:

NAME

Orlando G. Florete, Jr.

ADDRESS

1325 San Marco Blvd., Ste. 401
Jacksonville, Florida 32207

Article VI Officers and Directors

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: Chief Operating Officer, President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than three (3) nor more than thirteen (13) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

At any meeting of the Directors, a majority of the then elected Board of Directors shall constitute a quorum.

Article VII Directors

The names and addresses of the members of the current Board of Directors who, subject to these Amended Articles, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office until removed as contemplated by these Amended Articles, resignation, or until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Orlando G. Florete, Jr., MD	1325 San Marco Blvd. Suite 401 Jacksonville, Florida 32207
Deborah H. Tracy, MD	11319 Cortez Blvd. Brooksville, Florida 34613
Jonathan Daitch, MD	8255 College Parkway Suite 200 Ft. Myers, Florida 33919
Harold Dalton, DO	6000 N. Federal Hwy. Ft. Lauderdale, Florida 33308
Jesse Lipnick, MD	1315 N.W. 21 st Ave. Suite 1 Chiefland, Florida 32626
Sanford Silverman, MD	100 E. Sample Rd. Suite 200 Pompano Beach, Florida 33064
Harold J. Cordner, MD	13835 US Highway 1 Sebastian, Florida 32958

Article VIII Registered Office and Registered Agent

The name of the registered agent is Deborah H. Tracy ("Registered Agent"). The street address of its registered agent is 11319 Cortez Blvd., Brooksville, Florida 34613. Such changes were authorized by resolution duly adopted by the Corporation's Board of Directors. As indicated herein, Registered Agent hereby accepts the appointment as registered agent and agrees to act in this capacity. Registered Agent further agrees to

comply with the provisions of all statutes relative to the proper and complete performance of duties, and Registered Agent is familiar with and accepts the obligation of the position as registered agent. The Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

Article IX Amendment of Amended Articles and Bylaws

(a) These Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of, these Articles of Incorporation.

(b) The Bylaws may be altered, amended or repealed by a majority vote of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting.

(c) Notwithstanding the foregoing Sections (a) and (b), the Officers or Directors of the Corporation shall not cause any amendment or alteration of the Amended Articles or Bylaws to be made which would alter the intention and purposes expressed in Article III or which would conflict with the provisions of Article XI of these Amended Articles.

Article X Indemnification

To the fullest extent permitted by Chapter 617 of the Florida Statutes (the "Statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify and hold harmless, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the Statutes, by reason of the fact that he or she is or was a Director or Officer of the Corporation, against liability as defined in the Statutes, and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. By resolution of the Board of Directors, the Corporation may: (i) indemnify a Director or Officer of the Corporation, against any and all expenses incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director or Officer of the Corporation; or (ii) advance expenses or, where appropriate, may itself undertake the defense of any Director or Officer. Amounts paid in indemnification of expenses may include, but shall not be limited to, counsel fees and other fees and other costs and disbursements. To be reimbursed, the Director or Officer must submit a request for reimbursement to the Corporation within sixty (60) days of incurring liability for the

amount. The Corporation shall make reimbursement within thirty (30) days of receiving the reimbursement request.

This indemnification article shall not apply if the Board of Directors determines that such Director or Officer of the Corporation acted with willful and wanton misfeasance or malfeasance in the performance of his or her duties. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the Corporation, but who are not or were not Directors or Officers of the Corporation.

Article XI Dissolution

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed 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 a public purpose. The determination required hereby shall be made by the Corporation'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 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.

Article XII Authorization

The foregoing Amended and Restated Articles of Incorporation approved and ratified by a unanimous vote of the Directors pursuant to that certain Unanimous Written Consent in Lieu of a Special Meeting dated June 24, 2015, which properly serves as a substitution of a meeting at which a quorum was present in accordance with Section 617.1002 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

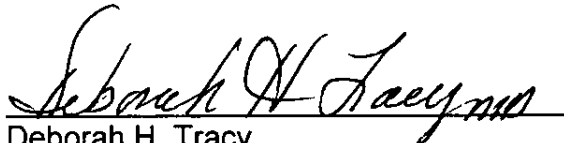
IN WITNESS WHEREOF, the undersigned has duly executed the Amended and Restated Articles of Incorporation on the 14th day of August, 2015.

Orlando G. Florete, Jr., MD, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for **FLORIDA SOCIETY OF INTERVENTIONAL PAIN PHYSICIANS EDUCATIONAL AND RESEARCH FOUNDATION, INC.**, a Florida nonprofit corporation.


Deborah H. Tracy

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