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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** American Pediatric Surgical Nurses Association, Inc.

**DOCUMENT NUMBER:** N15000005525

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

Please return all correspondence concerning this matter to the following:

Rail Seoane, Esq.  
(Name of Contact Person)

Hunton & Williams LLP  
(Firm/Company)

1111 Brickell Avenue, Suite 2500  
(Address)

Miami, FL 33131  
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Rail Seoane at (305) - 810-2468  
(Name of Contact Person) (Daytime Telephone Number)

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

<input type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input checked="" 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)
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**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

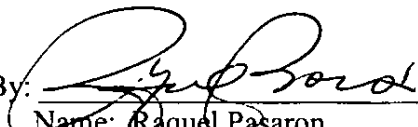
**CERTIFICATE TO THE  
RESTATED ARTICLES OF INCORPORATION OF  
AMERICAN PEDIATRIC SURGICAL NURSES ASSOCIATION, INC.**

The undersigned, duly authorized officer of the American Pediatric Surgical Nurses Association, Inc., a Florida not-for-profit corporation (the "Corporation"), pursuant to Section 617.1007 of the Florida Statutes, does hereby certify as follows:

1. The foregoing Restated Articles of Incorporation restate the Articles of Incorporation of the Corporation in their entirety;
2. The foregoing Restated Articles of Incorporation do not contain amendments to the Articles of Incorporation requiring approval by the members of the Corporation; and
3. The foregoing Restated Articles of Incorporation have been duly adopted by the Board of Directors of the Corporation by unanimous written consent on November 13, 2015.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer this 13 day of November, 2015.

AMERICAN PEDIATRIC SURGICAL NURSES ASSOCIATION, INC.

By:   
Name: Raquel Pasaron  
Title: President

**RESTATED ARTICLES OF INCORPORATION  
OF  
AMERICAN PEDIATRIC SURGICAL NURSES ASSOCIATION, INC.,  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, hereby makes and adopts the following Restated Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation is American Pediatric Surgical Nurses Association, Inc. (the "Corporation").

**ARTICLE II  
ADDRESS**

The address of the principal office of the Corporation is the Registered Office (set forth below).

**ARTICLE III  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE IV  
PURPOSE**

The Corporation is a not-for-profit corporation. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The general purpose for which the Corporation is organized is as an association of persons having a common interest in pediatric surgical nursing with the purpose of improving pediatric surgical nursing in the United States. Additional purposes of the Corporation include the continuing education of those practicing as pediatric surgical nurses and the promotion of common business interests of pediatric surgical nurses engaging in their respective professions in the United States. The Corporation may undertake any action necessary to further these purposes. The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit.

**ARTICLE V  
MEMBERSHIP**

Classes of membership shall be defined in the bylaws of the Corporation (the

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"Bylaws"). Acceptance to membership requires that the member meet strict requirements as set forth in the Bylaws. Membership is maintained contractually by agreement with the member as set forth in the Bylaws. Applicants who do not satisfy the acceptance criteria or who fail to continue to maintain the minimum criteria for membership shall be removed from the membership roles as set forth in the Bylaws. By applying for and accepting membership in the Corporation, the members acknowledge and accept the strict criteria and the need to maintain ongoing compliance with membership criteria.

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

The initial street address of the Corporation's registered office is Corporation Service Company (the "Registered Office"). The initial registered agent for the Corporation at the Registered Office is 1201 Hays Street, Tallahassee, FL 32301.

## **ARTICLE VII BOARD OF DIRECTORS AND OFFICERS**

1. The initial board of directors (the "Board of Directors") shall consist of thirteen (13) members. The number of directors may be either increased or decreased, from time to time, as provided in the Bylaws.
2. Directors shall be elected in accordance with the Bylaws.
3. Members shall have the privilege of voting on the election of directors or on corporate matters as provided in the Bylaws.
4. The initial directors shall serve as such and in any other capacity as may be provided in the Bylaws until their successors have been duly elected and qualified or until their removal by resignation, death, or action, and in any such case, in accordance with the Bylaws.

## **ARTICLE VIII INCORPORATOR**

The name of the Incorporator is Christine McKenna with mailing address at the Registered Office.

## **ARTICLE IX INDEMNIFICATION**

The Corporation shall indemnify its directors and officers to the fullest extent permitted by law.

## **ARTICLE X DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to its purposes, and no

part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or other member of this Corporation, or to the benefit of any private individual.

#### **ARTICLE XI DISSOLUTION**


Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XII AMENDMENTS**

Amendments to these Restated Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors, and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of the members present at a meeting at which there is a quorum of members of the Corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned Authorized Representative, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Restated Articles of Incorporation this 13 day of November, 2015.



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Raquel Pasaron  
Authorized Representative

[Signature Page to Restated Articles of Incorporation]