

Division of Corporations

Page 1 of 2

N1700005676

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LIVER EDUCATION AND AWARENESS FOUNDATION,**

Doc #: N17000005676

These Amended and Restated Articles of Incorporation of Liver Education and Awareness Foundation, Inc., a Florida not for profit corporation (the "Corporation"), dated as of June 6, 2017, are being duly executed and filed by Guy Neff, M.D., its Secretary, to amend and restate the Corporation's original articles of incorporation, which were filed on May 26, 2017, and amended on June 6, 2017. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: Liver Education and Awareness Foundation, Inc. The principal office and mailing address of the Corporation is 3830 Bee Ridge Road, Suite 201, Sarasota, FL 34233.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

A. The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to conducting liver disease studies and analyses for purposes of assisting medical professionals and the general public in better understanding, preventing, diagnosing, treating and curing certain liver diseases.

B. The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV**Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V**Initial Registered Office and Agent**

The street address of the initial registered office of the Company is 1110 133rd Court, NE, Bradenton, Florida 34212 and that name of the initial registered agent of the Corporation at that address is Guy Neff.

ARTICLE VI**Directors**

A. The Corporation shall have five (5) directors initially.

B. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least five directors.

C. Director, as such, may receive compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation any other capacity and receiving compensation therefor.

E. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
1) Guy Neff	1110 133 rd Court, NE, Bradenton, FL 34212
2) Brian Roberts	707 Honeyflower Loop, Bradenton, FL 34212
3) Al Purmort, Jr.	3340 Bee Ridge Rd., Sarasota, FL 34239
4) Vincent Hayes	7503 Abbey Glen, Lake Wood Ranch, FL 34202
5) Darren Inverso	1819 Main St., #610, Sarasota, FL 34236

ARTICLE VII**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE VIII**Amendment**

These articles of incorporation may be amended in the manner provided by law.

ARTICLE IX**Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state, or local government for exclusive public purpose.

ARTICLE X**Limitations**

A. **Legislative and Political Activity.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

B. **Property.** The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

C. **Private Persons.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 the purposes set forth in Article III.

D. **Private Foundation Limitations.** At any time during which the Corporation is classified as a private foundation for federal income tax purposes pursuant to Code §509 or corresponding section of any future law, the Corporation:

- i. shall not engage in any act of self-dealing as defined in Code § 4941(d) or corresponding section of any future law;
- ii. shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by Code § 4942 or corresponding section of any future law;
- iii. shall not retain any excess business holdings as defined in Code § 4943(c) or corresponding section of any future law;

- iv. shall not make any investments in such manner as to subject it to tax under Code § 4944 or corresponding section of any future law; and
- v. shall not make any taxable expenditure as defined in Code § 4945(d) or corresponding section of any future law.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Liver Education and Awareness Foundation, Inc. (1) were approved by the directors on June 6, 2017, because the Corporation has no members, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 6th day of June, 2017.

Liver Education and Awareness Foundation, Inc.

By: 

Name: Guy Meff

Title: Secretary