

8/8/22, 9:17 AM

Division of Corporations
Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

N220000009203

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H22000266759 3)))



H220002667593ABC6

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813)229-7600
Fax Number : (813)229-1660

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: arichards@shumaker.com

FLORIDA PROFIT/NON PROFIT CORPORATION

LEITR SightLife Holding Company, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

2022 AUG -9 PM 4:44

ACTION
SPECIAL
FILING

2022 AUG -9 AM 1:44

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)

DS

2022/08/09 15:27:39 4 /9

** INBOUND NOTIFICATION : FAX RECEIVED SUCCESSFULLY **

TIME RECEIVED

August 9, 2022 at 3:10:44 PM EDT

REMOTE CSID

850-617-6381

DURATION

35

PAGES

1

STATUS

Received

850-617-6381

8/9/2022 3:10:12 PM

PAGE

1/001

Fax Server



August 9, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SHUMAKER, LOOP & KENDRICK LLP

SUBJECT: LEITR SIGHTLIFE HOLDING COMPANY, INC.
REF: W22000102913

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Dil Sultana
Regulatory Specialist II

FAX Aud. #: H22000266759
Letter Number: 522A00017776

2022 AUG 9 6:50 PM

H22000266759 3

ARTICLES OF INCORPORATION
OF
LEITR SIGHTLIFE HOLDING COMPANY, INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a not-for-profit corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I
NAME

The name of this Corporation shall be LEITR SightLife Holding Company, Inc.

ARTICLE II
PRINCIPAL OFFICE

The street and mailing address of the principal office of this Corporation shall be located in the County of Hillsborough at 1410 21st Street, Tampa, Florida 33605.

ARTICLE III
TERM OF EXISTENCE

The duration of this Corporation shall be perpetual until dissolved according to law.

ARTICLE IV
CORPORATE PURPOSES

The Corporation is organized, and at all times operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Lions Eye Institute for Transplant and Research, Inc. and SightLife ("SightLife"), the supported organizations (the "Supported Organizations") which are exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") and not classified as private foundations pursuant to Sections 509(a)(1) or 509(a)(2) of the Internal Revenue Code. The Corporation shall be operated so as to qualify as exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code and as a supporting organization pursuant to Section 509(a)(3) of the Internal Revenue Code. In furtherance of these purposes, the Corporation shall:

1. Govern and operate the Corporation through meetings of the Board and other activities to further the mission of the Supported Organizations, including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2. Otherwise operate exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:

H22000266759 3

2022 AUG -9 AM 1:45

H22000266759 3

A. No part of its net earnings shall inure to the benefit of, or be distributed to any member, Director, officer or other individual, except in the form of reasonable compensation for services rendered to the Corporation which are unrelated to Board duties and distributions in furtherance of its charitable purposes; and

B. 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 any candidate for public office except as authorized for organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not (i) carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) carry on activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and (iii) carry on any activities that are not in furtherance of and supportive of the mission of the Supported Organizations.

ARTICLE V
REGISTERED AGENT

The registered agent of this Corporation shall be: Ronald A. Christaldi. The street address of the registered agent of this Corporation shall be: 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

ARTICLE VI
BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation, which shall consist of not less than three (3) directors. Except for the number constituting the initial Board of Directors, the number and the election of directors shall be set forth in the Bylaws of the Corporation.

ARTICLE VII
MEMBERSHIP

Notwithstanding any other provision in these Articles or in the Bylaws to the contrary, the sole member of the corporation shall be the Lions Eye Institute for Transplant and Research, Inc. which shall have such powers as set forth in these Articles, the Bylaws and pursuant to the Florida Not For Profit Corporation Act, including the power to:

1. Approve, disapprove or recommend the adoption, change, amendment or repeal of these Articles of Incorporation.

H22000266759 3

2. Approve, disapprove or recommend the adoption, change, amendment or repeal of the Bylaws of the Corporation.
3. Approve, disapprove or recommend the annual operating and capital budget of the Corporation.
4. Approve, disapprove or recommend the selection of a qualified accounting firm and law firm of the Corporation.
5. Approve or disapprove the transfer, sale, lease or disposition of any asset of the Corporation in excess of Ten Thousand Dollars (\$10,000.00).
6. Approve or disapprove the conferring of any lien or security interest in assets of the Corporation, whether same shall be in connection with either public or private financing, or otherwise.
7. Approve or disapprove contracts with a term of longer than six (6) months or with a compensation amount in excess of Ten Thousand Dollars (\$10,000.00).
8. Approve or disapprove all donations or charitable contributions by the Corporation to third parties in excess of One Thousand Dollars (\$1,000.00) per contribution or Five Thousand Dollars (\$5,000.00) in the aggregate annually.
9. Approve, disapprove or recommend the adoption of the Corporation's mission and philosophy statement.
10. Approve or disapprove non-budgeted capital expenditures by the Corporation in excess of Ten Thousand Dollars (\$10,000.00) per expenditure or Twenty Thousand Dollars (\$20,000.00) in the aggregate annually.
11. Approve or disapprove non-budgeted general expenditures by the Corporation in excess of Ten Thousand Dollars (\$10,000.00) per expenditure or Twenty Thousand Dollars (\$20,000.00) in the aggregate annually.
12. Approve, disapprove or remove any member of the Board or officer of the Corporation, in accordance with the Bylaws of the Corporation.
13. Approve, disapprove or recommend the dissolution of the Corporation or the sale of all or substantially all of the assets of the Corporation.

H22000266759 3

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is:

Lions Eye Institute for Transplant and Research, Inc.
1410 21st Street
Tampa, Florida 33605

ARTICLE IX
AMENDMENTS

All amendments to these Articles may be adopted, altered or amended or repealed only by affirmative vote of two-thirds (2/3) of the Directors present at a regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that these Articles be adopted, altered or amended or repealed, and in all instances, only with the approval of the Lions Eye Institute for Transplant and Research, Inc., provided however that in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Articles shall be furnished in writing to each Director and Lions Eye Institute for Transplant and Research, Inc. at least five (5) days prior to the meeting at which such alteration to the Articles shall be voted upon.

ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to the Lions Eye Institute for Transplant and Research, Inc., if the Lions Eye Institute for Transplant and Research, Inc. is then qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. If the Lions Eye Institute for Transplant and Research, Inc. is not then qualified, the remaining assets will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law or to the federal government or to a state or local government for exclusive public purpose, provided that the recipient or recipients of the distribution shall be approved by the Lions Eye Institute for Transplant and Research, Inc.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by a duly authorized officer of the Incorporator on this 8th day of August, 2022.

Lions Eye Institute for Transplant and Research, Inc.

By: Jason K. Woody
Jason Woody, President and Chief Executive Officer

H22000266759 3

H22000266759 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for LEITR SightLife Holding Company, Inc., a Florida non-profit corporation (the "Corporation") in these Articles of Incorporation, I, Ronald A. Christaldi, on behalf of the Corporation, hereby agree to accept service of process for the Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:

By: /s/Ronald A. Christaldi
Ronald A. Christaldi

2022 AUG -9 AM 1:45

H22000266759 3