

Division of Corporations

N 23684

Florida Department of State  
Division of Corporations  
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THE SIGHT FOUNDATION OF THE FLORIDA EYE INSTITUTE, I

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*Amend & Restate*  
Art.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE SIGHT FOUNDATION OF THE FLORIDA EYE INSTITUTE, INC.**

FILED  
10 JUN 14 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be Minotty Eye Foundation, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 777 37<sup>th</sup> Street, Suite D103, Vero Beach, Florida 32960. The mailing address of the Corporation is 777 37<sup>th</sup> Street, Suite D103, Vero Beach, Florida 32960.

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to:

1. Providing eye care for indigents that are residents of Indian River County, Florida.

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2. Supporting and carrying on medical research and education regarding all aspects of the functions and structure of the eye and related organs, the treatment of diseases and disorders affecting the eye, the maintenance and care of the eye and other general areas of ophthalmology.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers, which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that, are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. 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 any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section

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501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Code Section 509(a), the following provisions shall apply for so long as it remains a private foundation:

- (a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (b) The Corporation will distribute its income 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 Code.
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE IV - BOARD OF DIRECTORS**

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

**ARTICLE V - MEMBERSHIP**

The Corporation shall have no members.

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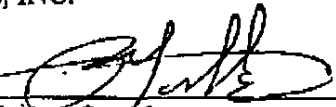
**ARTICLE VI - DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

**ARTICLE VII - AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted with the unanimous consent of the entire Board of Directors of the Corporation.

THE SIGHT FOUNDATION OF THE FLORIDA EYE INSTITUTE, INC.

By:   
Paul V. Minotty, President

Date: June 8, 2010

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**OFFICER'S CERTIFICATE TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE SIGHT FOUNDATION OF THE FLORIDA EYE INSTITUTE, INC.**

I, Paul V. Minotty, being the duly elected, qualified and acting President of The Sight Foundation of the Florida Eye Institute, Inc., a Florida not for profit corporation, hereby certify that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate were duly adopted and approved by all of the members of the Board of Directors of the corporation on June 8, 2010, in compliance with Section 617.1007 of the Florida Statutes. The Corporation has no members and therefore no members entitled to vote on the amendments.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 8<sup>th</sup> day of June, 2010.

THE SIGHT FOUNDATION OF THE FLORIDA  
EYE INSTITUTE, INC.

By:   
Paul V. Minotty, President