

# N38056

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

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Tallahassee, FL 32301 (850)425-5686

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. For Eye Care Foundation, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

# Holland & Knight

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Holland & Knight LLP | [www.hklaw.com](http://www.hklaw.com)

Eddie Williams, III  
(850) 425-5653  
[eddie.williams@hklaw.com](mailto:eddie.williams@hklaw.com)

January 20, 2011

Via Hand Delivery

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Florida Eye Injury Registry, Inc.  
Document Number N38056

To Whom it May Concern:

Please find attached the Amended and Restated Articles of Incorporation of Florida Eye Care Foundation, Inc., formerly known and on file with the Division as "Florida Eye Injury Registry, Inc." (Document Number N38056). One of the purposes of the Amended and Restated Articles of Incorporation is to change the name of the corporation from "Florida Eye Injury Registry, Inc." to "For Eye Care Foundation, Inc." In addition to the name change, the following Articles are also amended:

1. Paragraph (a) of Article IV is amended to read as follows:
  - (a) For the advancement of education and science, and any related or corresponding educational or scientific purposes, either by the distribution of funds for, or the provision of services relating to, such purposes.
2. Article IV is further amended by the addition of a new paragraph (b) reading as follows:
  - (b) To develop and organize charitable resources for ophthalmic related, professional education, community outreach, and ophthalmic study and research with respect to improving the medical care of patients in the State of Florida.
3. Former paragraphs (b), (c), (d), and (e) of Article IV are hereby re-lettered paragraphs (c), (d), (e), and (f), respectively.

Division of Corporations  
January 20, 2011  
Page 2

4. Article IV is further amended by deleting the names and addresses of the initial members of the Board of Trustees.

5. Article XII is amended to read as follows: "The name and address of its registered agent shall be Christopher Seymour, 6816 Southpoint Pkwy., Ste. 1000, Jacksonville, FL 32216."

These Amended and Restated Articles of Incorporation are to be effective upon the date of their filing with the Division. Further, the amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

Sincerely yours,

HOLLAND & KNIGHT LLP

A handwritten signature in black ink, appearing to read 'Eddie Williams, III', enclosed within a hand-drawn oval.

Eddie Williams, III

EW:jlj

Enclosure

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**AMENDED & RESTATED ARTICLES OF INCORPORATION**

2011 JAN 20 PM 4:41

**OF**

**FLORIDA EYE INJURY REGISTRY, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Corporate Name and Principal Office**

The name of the corporation is FOR EYE CARE FOUNDATION, INC. The principal office of this corporation shall be located in Jacksonville, County of Duval, State of Florida.

**ARTICLE II**

**Corporate Nature**

This is a non-profit corporation, organized solely for general educational, charitable, educational, and scientific purposes pursuant to the Florida Corporations Not For Profit Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III**

**Duration**

The term of existence of the corporation is perpetual.

**ARTICLE IV**

**General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

(a) For the advancement of education and science, and any related or corresponding educational or scientific purposes, either by the distribution of its funds for, or the provision of services relating to, such purposes.

(b) To develop and organize charitable resources for ophthalmic related, professional education, community outreach, and ophthalmic study and research with respect to improving the medical care of patients in the State of Florida.

(c) To carry on, through the use of the corporation's assets, including the income therefrom, the improvement of health and eyesight of the people of Florida through the dissemination to member ophthalmologists of information relating to eye injuries throughout the state, the fostering and sponsoring of educational and scientific programs designed to avoid recurrence of eye injuries and/or improve ways of treatment of eye injuries.

(d) To receive by bequest, gift, devise, or in any other manner, money, assistance, and any other form of contribution whether of real, personal or mixed property, from any and every source, governmental as well as private, and particularly from any person, or firm or from any public or private corporation or association of whatsoever nature, to be used in the furtherance of the objects of this corporation.

(e) So long as consistent with the above-listed purposes, to carry out any and all powers conferred upon not-for-profit corporations by the Florida statutes.

(f) To operate exclusively and always in any other manner for such educational, charitable, and scientific purposes as will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

## ARTICLE V

### Management of Corporate Affairs

(a) **Board of Trustees.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be not less than three (3) nor more than twelve (12).

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall served staggered terms as provided in the Bylaws of the corporation. Annual meetings shall be held at the offices of the corporation or such other place as the Board may designate on such date as set forth in the Bylaws or such other time as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

(b) **Corporate officers.** The Board of Trustees shall elect the following officers: chairman, vice-chairman, secretary and treasurer, and such other officers- as the Bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first meeting of the Board of Trustees. Thereafter, the officers shall be elected at the annual meeting of the Board of Trustees, from among the membership of the Board of Trustees. One individual may not hold more than one office simultaneously. Vacancies shall be filled in accordance with the terms set forth in the Bylaws.

(c) **Qualifications of Trustees and officers.** Only members of the corporation shall be qualified to serve as Trustees and/or officers.

## ARTICLE VI

### Earnings and Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Trustees, 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 IV hereof.

(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 parti-

cipate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, 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 section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Code).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VII

### **Distribution of Assets**

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Trustees shall determine or to the federal, state or local government, for a public purpose. Any such assets not so 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 such purpose or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VIII

### **Membership**

Membership of the corporation and qualifications for membership shall be regulated as stated in the Bylaws of the corporation.

## ARTICLE IX

### **Incorporators**

The name and street address of the Incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Karen L. Goldsmith	Dempsey & Goldsmith, P.A. Suite 500, Day Building 605 east Robinson Street Post Office Box 1980 Orlando, Florida 32802-1980

## ARTICLE X

### Bylaws

The Bylaws of the corporation shall be adopted or amended by the membership at any regular or special meeting in the manner provided for in the Bylaws, provided that the Bylaws and amendments thereto shall not conflict with the provisions of these Articles of Incorporation.

## ARTICLE XI

### Declaration of Assets

The property of this corporation is irrevocably dedicated to educational, scientific, and charitable purposes; no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## ARTICLE XII

### Registered Agent and Office

The name and address of its registered agent shall be Christopher Seymour, 6816 Southpoint Pkwy., Ste. 1000, Jacksonville, Florida 32216.

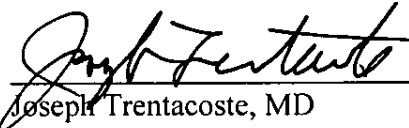
## ARTICLE XIII

### Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

**THUS DONE AND PASSED** before me, in Jacksonville, Florida, Duval County on this 15th day of January, 2011, in the presence of the undersigned after due reading of the whole.

  
\_\_\_\_\_  
Gary Dolin, MD  
President

  
\_\_\_\_\_  
Joseph Trentacoste, MD  
Secretary/Treasurer



A RESOLUTION OF THE BOARD OF TRUSTEES OF  
FOR EYE CARE FOUNDATION, INC., ADOPTED AT A  
MEETING OF THE BOARD HELD ON January  
15, 2011.

COPY

**WHEREAS**, the Board of Trustees of FOR EYE CARE FOUNDATION INC., a Florida not-for-profit corporation (the "Corporation"), has determined it is advisable and in the best interest of the Corporation to achieve its charitable purposes by amending the Articles of Incorporation dealing with the purposes for which the Corporation is formed; and

**WHEREAS**, the Board of Trustees has determined it is advisable and in the best interest of the Corporation to achieve its charitable purposes by amending its Bylaws; now, therefore, be it

**RESOLVED**, that the amendment and restatement of the Corporation's Articles of Incorporation in accordance with the form of Amended and Restated Articles of Incorporation presented to the Board of Trustees are hereby approved and adopted, to be effective immediately, and the Board and/or President of the Corporation, is hereby authorized and directed to execute the Amended and Restated Articles of Incorporation and to file the same with the Florida Secretary of State; and

**FURTHER RESOLVED**, that that the Amended and Restated Bylaws presented to the Board of Trustees are hereby approved and adopted, to be effective immediately; and

**FURTHER RESOLVED**, that the Board, and/or officers and representatives of the Corporation are hereby authorized and directed to execute such other documents and to take such other lawful actions as they consider necessary, advisable, or appropriate to effect and otherwise to carry out the intent and purposes of the foregoing resolutions.

**ADOPTED**, at a regular meeting this 15th day of January, 2011.

  
\_\_\_\_\_  
President

Gary Dolin, MD

  
\_\_\_\_\_  
Secretary

Joseph Trentacoste, MD