

Mar-31-10 15:20

From: RUDEN MCCLOSKEY PTL

937644886

T-536

P-0408

P-881

# N93000002819

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**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.**

((H10000070884 3)))



H100000708843ABC

**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) 617-6380

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,  
Account Number : 076077000521  
Phone : (954) 527-2428  
Fax Number : (954) 333-4001

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

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
TAMPA BAY EYECARE NETWORK, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$52.50

10 MAR 30 AM 11:53

*Amended  
&  
Restated*

*Please give me the  
original filing date of  
03-29-10. Thanks!*

Mar-31-10 15:20

From-RUDEN McCLOSKEY FTL

9547644886

T-560 P.02/08 F-881



March 30, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TAMPA BAY EYECARE NETWORK, INC.  
P O BOX 1608  
TARPON SPRINGS, FL 34688-1608US

SUBJECT: TAMPA BAY EYECARE NETWORK, INC.  
REF: N93000002819

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 submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H10000070884  
Letter Number: 910A00007831

RECEIVED  
2010 MAR 31 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TAMPA BAY EYECARE NETWORK, INC.**  
**(A Not For Profit Corporation)**

Pursuant to Section 607.1007 of the Florida Not For Profit Corporation Act, Tampa Bay Eyecare Network, Inc., a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed on June 23, 1993, and amended on January 21, 2010. The Corporation's document number is N93000002819.

2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I**

**NAME**

The name of this Corporation not-for-profit corporation is TAMPA BAY EYECARE NETWORK, INC.

**ARTICLE II**

**TERMS**

The term for which this Corporation shall exist shall be perpetual.

**ARTICLE III**

**PRINCIPAL OFFICE**

The principal office of the Corporation is located at 43309 U.S. Highway 19 North, Tarpon Springs, Florida 34688-5000.

10 MAR 30 AM 11:53

#### ARTICLE IV

##### PURPOSES

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The purposes for which the corporation is to be formed are exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding provision of any future U.S. Internal Revenue law, and in furtherance of these purposes, the corporation may:

- A. Establish, develop, sponsor, promote and/or conduct educational programs and health related activities relating to eye care and other charitable activities.
- B. Provide educational information to the patient community concerning the benefits of quality primary eye care in maintaining healthy eyes.
- C. Provide Continuing education for ophthalmologists and optometrists relating to new techniques and other developments relating to professional eye care.
- D. Educate ophthalmologists, optometrists, nurses, family care physicians and other health care professionals concerning the requirements of various third-party payors, particularly Medicare and Medicaid, about physician certification, utilization review and quality assurance.
- E. Serve as a forum for disseminating new instructions from third-party payors to assure proper billing and reimbursement procedures.
- F. Provide a means of educating members or affiliates concerning the standards of the American Academy of Ophthalmology, and other professional associations relating to the delivery of professional eye care.
- G. Improve cooperation and the professional relationship between ophthalmologists and optometrists and to promote their common professional interests for the benefit of the patient community.

H. Conduct educational programs designed to improve the quality, efficiency and economical delivery of eye care services in the State of Florida.

I. Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

J. Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.

K. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.

L. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-for-Profit Corporation Act.

M. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in A through L above.

## ARTICLE V

### POWERS

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV.

**ARTICLE VI****PROHIBITED ACTS**

This Corporation shall operate exclusively for the promotion of social welfare within the meaning of §501(c)(4) of the Internal Revenue code. In the Course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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 under the Internal Revenue code.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(4) of the internal Revenue Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE VII****DISSOLUTION**

In the event of the dissolution of the Corporation, then the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to such

organizations organized and operated exclusively for the promotion of social welfare as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(4) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal of office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which shall at the time qualify as an exempt organization or organizations under Sections 501(c)(4) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law) as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

##### MEMBERS

The Corporation shall have a minimum of four (4) members. Each person who serves on the Board of Directors of the Corporation also shall serve as a Member of the Corporation. St. Luke's Cataract and Laser Institute, P.A. shall designate on an annual basis one person to serve as one of the Members of the Corporation.

#### ARTICLE IX

##### BOARD OF DIRECTORS AND OFFICERS

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of not fewer than three (3) Directors. All Directors of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a President, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be

necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified, Any individual may held two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or by the Bylaws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the Bylaws of this Corporation. There shall be an executive Director of the corporation who will be appointed by the Board of Directors.

#### ARTICLE X

#### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI

#### BYLAWS

The Bylaws of the Corporation shall be amended, by the Board of Directors.

#### ARTICLE XII

#### AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors.

#### ARTICLE XIII

#### REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is Lew Friedland, 43309 U.S. Highway 19 N, Tarpon Springs, Florida 34689.



3. The foregoing Amended and Restated Articles of Incorporation were adopted by the Members of the Corporation on March ~~26~~, 2010, and the number of votes cast for the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation, has executed these Amended and Restated Articles of Incorporation this ~~26~~ day of March, 2010.

By  (Seal)  
James P. Gills, III, M.D. President