

BOO-142-0006



ACCOUNT NO. 107-16-000-2

REFERENCE : 384690 6162A

AUTHORIZATION :

COST LIMIT : 2 122.50

ORDER DATE : Apr11 25, 1995

ORDER TIME : 9:33 AM

ORDER NO. : 584690

CUSTOMER NO: G1G2A

200001463972

CUSTOMER: Barbara Buchanan, Legal Asst
GRAY HARRIS & ROBINSON
S.E. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: FLORIDA UROLOGICAL SOCIETY,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Charlotte Humbert

EXAMINER'S INITIALS: T. BROWN APR 26 1995

FILED
95 APR 25 AM 10 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA UROLOGICAL SOCIETY, INC.

FILED
95 APR 25 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for those purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be FLORIDA UROLOGICAL SOCIETY, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are: To promote the art of urologic medicine, the betterment of public health, foster the professional development of physicians, and to further the common business purpose of its members.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged

in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, or actor or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

Section 1. The membership of this society shall be composed of Active, Associate, Honorary, Inactive, and physicians in military and government service.

Section 2. The basic requirements for Active membership in the Florida Urological Society shall be:

- (a) Receipt of an M.D. or D.O. degree at least five years before membership. (b) The applicant (M.D. or D.O.) shall be required to have completed a residency program approved by the Accreditation Council for Graduate

Medical Education. (c) The applicant shall be a diplomate of the American Board of Urology, or eligible for examination to be diplomate of the American Board of Urology, and provide proof of same.

- (d) Endorsement of the applicant by two members of the Florida Urological Society. The members shall forward confidential letters concerning the applicant to either the Secretary or Chairman of the Membership Committee.
- (e) Attend an annual meeting within two years following the filing of his/her application. (f) Limit practice to full time and exclusive practice or teaching of urology.
- (f) Society members will be encouraged to join Florida Medical Association.

Section 3. Associate Members

- (a) Physicians residing in the State of Florida, and who limit their practice or have a special interest in urology, may be nominated for Associate membership.
- (b) Application for Associate membership must be recommended by the Membership Committee and endorsed by the Executive Committee.
- (c) Associate members may apply for Active membership by making application for change of status on the proper form furnished by the Secretary, and submitting the necessary letters of recommendation. Physicians

applying for change of status from Associate to Active membership must fulfill all the requirements of Active membership.

- (d) Associate members shall pay the same initiation fee, dues and assessments as the Active members. They shall not be eligible for office or have the right to vote.
- (e) Urological residents may apply for Associate membership and may be elected upon completion of an application and receipt of recommendation from the Chief of the residency program. This membership will terminate one year following completion of the residency. Resident Associate members shall pay a \$10.00 application fee and shall be exempt from subsequent dues and assessments. They shall not be eligible for office or have the right to vote.

Section 4. Honorary Members

- (a) Active members of the Society who have achieved a generally acknowledged prominence, as a result of their outstanding ability in urology, may be nominated for Honorary membership.
- (b) Guest speakers or scientists who have worked for the interests of urology may be nominated for Honorary membership.

- (c) The Immediate Past President shall be responsible for seeking candidates to be nominated for Honorary membership.
- (d) Honorary members who had previously been Active members of our Society shall retain their previous rights in the Society, but other Honorary members shall have no right to vote or hold of office.
- (e) Other individuals may be elected to Honorary membership if approved by the Immediate Past President of the Society and the Executive Committee.
- (f) Honorary members will be given a membership certificate of the Society.
- (g) Honorary members will be exempt from dues and assessments.

Section 5. Inactive Members

- (a) Active members who are incapacitated by illness, accident, or otherwise from the practice of their profession of medicine, and to whom the payment of dues shall be a hardship, are eligible for Inactive membership.
- (b) An Active members in good standing who desires to be transferred to Inactive membership shall make a written application to the Secretary.

- (c) Applications for transfer from Active to Inactive membership shall be approved by the Executive Committee.
- (d) Inactive members shall retain all rights and privileges of Active members. They shall be exempt from payments of dues.

Section 6. Military and Physicians in Government Service.

- (a) Physicians in Military or Government Service who can fulfill all the basic requirements for admission may apply for Active or Associate membership.

Section 7. Election of members shall be by ballot only after endorsement by the Membership Committee and the Executive Committee. Before an applicant may be considered by the Membership Committee, he shall have placed on file within the Society, a properly executed application and letters of recommendation from two members of the Florida Urological Society in good standing. The Membership Committee must ascertain the qualifications of the applicant with conformation correspondence with his medical school, internship, and urological residency. It is necessary that the applicant receive a majority of votes cast by those members present at the meeting at which his application is presented.

Section 8. Each member, upon election to membership, shall be notified by the Secretary and furnished with a copy of the Constitution and Bylaws of the Society and a roster of the Florida Urological Society.

Section 9. Members who are entering active duty with the Armed Forces of the United States may, upon their request, be granted leave of absence status. Members of this status shall have no vote and will not be required to pay dues. Upon resumption of such a member's private practice, the member shall notify the Secretary in writing, and leave of absence status automatically shall terminate and the member shall resume his former status.

Section 10. Retired Members

- (a) A physician who retires from active practice, and who has been an Active member of the Society, may be elected to Retired status upon approval of the Council.
- (b) Retired members shall have all the rights and privileges of Active members, except that they shall not vote or hold office.
- (c) Retired members shall be dues exempt, but will be required to pay registration fees, meal costs and social activity fees at social meetings.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, President-elect, Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
James M. Porterfield, Jr., M.D.	President
W. Paul Sawyer, M.D.	President-elect
Thomas Mawn, M.D.	Secretary/Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be seven (7), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
James M. Porterfield, Jr., M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789
W. Paul Sawyer, M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789
Thomas Mawn, M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789
Herman M. Carrion, M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789
Mohamed Antar, M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789
James Demler, M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789
Michael Grable, M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the

annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1133 W. Morse Blvd.
Winter Park, Florida 32789

The name of the initial registered agent of this corporation shall be:

Crow-Segal Management Co., Inc.

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be: 1133 West Morse Boulevard, Suite 201, Winter Park, Florida 32789.

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

James M. Porterfield, Jr., M.D.

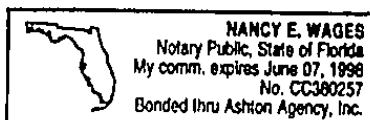
IN WITNESS WHEREOF, I have set my hand and seal this 20th
day of April, 1995.

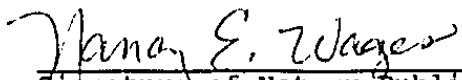

James M. Porterfield, Jr., M.D.

STATE OF FLORIDA
COUNTY OF ORANGE

20th The foregoing instrument was acknowledged before me this
day of April, 1995, by JAMES M. PORTERFIELD, JR., M.D.

AFFIX NOTARY STAMP




Signature of Notary Public
Nancy E. Wages
(Print Notary Name)
My Commission Expires: 6/7/98
Commission No.: CC380257

☒ Personally known, or
☐ Produced Identification
Type of Identification Produced: _____

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-1031

800-342-8086



N95000001976

ACCOUNT NO. : 072100000032

REFERENCE : 652569 6162A

AUTHORIZATION : Patricia Pysko

COST LIMIT : \$ 87.50

ORDER DATE : August 2, 1995

100001551871

ORDER TIME : 9:57 AM

ORDER NO. : 652569

CUSTOMER NO: 6162A

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: FLORIDA UROLOGICAL SOCIETY,
INC.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:

OK.
per S.P.

FILED
55 AUG -2 PM 2:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/2

Restated
Articles
C.C.

RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA UROLOGICAL SOCIETY, INC.

FILED
95 AUG -2 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, James M. Porterfield, Jr., M.D., President of FLORIDA UROLOGICAL SOCIETY, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Restated Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is FLORIDA UROLOGICAL SOCIETY, INC.

ARTICLE SECOND: The Restated Articles of Incorporation of the Corporation reflected herein did not require Member approval, and was unanimously approved by the Board of Directors on July 27, 1995.

ARTICLE THIRD: The Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State supersede the original Articles of Incorporation filed on April 25, 1995, and shall be considered to be effective from the original date of incorporation.

ARTICLE FOURTH: The Restated Articles of Incorporation shall provide as follows:

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be FLORIDA UROLOGICAL SOCIETY, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are: To promote the art of urologic medicine, the betterment of public health, foster the professional development of physicians, and to further the common business purpose of its members.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1966, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

Section 1. The membership of this society shall be composed of Active, Associate, Honorary, Inactive, and physicians in military and government service.

Section 2. The basic requirements for Active membership in the Florida Urological Society shall be:

- (a) Receipt of an M.D. or D.O. degree at least five years before membership. (b) The applicant (M.D. or D.O.) shall be required to have completed a residency program approved by the Accreditation Council for Graduate Medical Education. (c) The applicant shall be a diplomate of the American Board of Urology, or eligible for examination to be diplomate of the American Board of Urology, and provide proof of same.
- (d) Endorsement of the applicant by two members of the Florida Urological Society. The members shall forward confidential letters concerning the applicant to either the Secretary or Chairman of the Membership Committee.
- (e) Attend an annual meeting within two years following the filing of his/her application. (f) Limit practice to full time and exclusive practice or teaching of urology.
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- (c) Associate members may apply for Active membership by making application for change of status on the proper form furnished by the Secretary, and submitting the necessary letters of recommendation. Physicians applying for change of status from Associate to Active membership must fulfill all the requirements of Active membership.
- (d) Associate members shall pay the same initiation fee, dues and assessments as the Active members. They shall not be eligible for office or have the right to vote.
- (e) Urological residents may apply for Associate membership and may be elected upon completion of an application and receipt of recommendation from the Chief of the residency program. This membership will terminate one year following completion of the residency. Resident Associate members shall pay a \$10.00 application fee and shall be exempt from subsequent dues and

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- (a) Active members of the Society who have achieved a generally acknowledged prominence, as a result of their outstanding ability in urology, may be nominated for Honorary membership.
- (b) Guest speakers or scientists who have worked for the interests of urology may be nominated for Honorary membership.
- (c) The Immediate Past President shall be responsible for seeking candidates to be nominated for Honorary membership.
- (d) Honorary members who had previously been Active members of our Society shall retain their previous rights in the Society, but other Honorary members shall have no right to vote or hold office.
- (e) Other individuals may be elected to Honorary membership if approved by the Immediate Past President of the Society and the Executive Committee.
- (f) Honorary members will be given a membership certificate of the Society.
- (g) Honorary members will be exempt from dues and assessments.

Section 5. Inactive Members

- (a) Active members who are incapacitated by illness, accident, or otherwise from the practice of their profession of medicine, and to whom the payment of dues shall be a hardship, are eligible for Inactive membership.
- (b) An Active member^{was} in good standing who desires to be transferred to Inactive membership shall make a written application to the Secretary.
- (c) Applications for transfer from Active to Inactive membership shall be approved by the Executive Committee.
- (d) Inactive members shall retain all rights and privileges of Active members. They shall be exempt from payments of dues.

Section 6. Military and Physicians in Government Service.

- (a) Physicians in Military or Government Service who can fulfill all the basic requirements for admission may apply for Active or Associate membership.

Section 7. Election of members shall be by ballot only after endorsement by the Membership Committee and the Executive Committee. Before an applicant may be considered by the Membership Committee, he shall have placed on file within the Society, a properly executed application and letters of recommendation

from two members of the Florida Urological Society in good standing. The Membership Committee must ascertain the qualifications of the applicant with conformation^{was} correspondence with his medical school, internship, and urological residency. It is necessary that the applicant receive a majority of votes cast by those members present at the meeting at which his application is presented.

Section 8. Each member, upon election to membership, shall be notified by the Secretary and furnished with a copy of the Constitution and Bylaws of the Society and a roster of the Florida Urological Society.

Section 9. Members who are entering active duty with the Armed Forces of the United States may, upon their request, be granted leave of absence status. Members of this status shall have no vote and will not be required to pay dues. Upon resumption of such a member's private practice, the member shall notify the Secretary in writing, and leave of absence status automatically shall terminate and the member shall resume his former status.

Section 10. Retired Members

- (a) A physician who retires from active practice, and who has been an Active member of the Society, may be elected to Retired status upon approval of the Council.

- (b) Retired members shall have all the rights and privileges of Active members, except that they shall not vote or hold office.
- (c) Retired members shall be dues exempt, but will be required to pay registration fees, meal costs and social activity fees at social meetings.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 1st day of September, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation. Each director shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Members at the annual meeting of the Members unless otherwise provided in the By-Laws. Removal of directors and filling vacancies shall be as provided in the By-Laws.

The officers of the corporation shall consist of a President, President-elect, Secretary/Treasurer. Each officer shall

serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors unless otherwise determined by the Board of Directors. Removal of officers and filling vacancies shall be as provided in the By-Laws.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
James M. Porterfield, Jr., M.D.	President
W. Paul Sawyer, M.D.	President-elect
Thomas Mawn, M.D.	Secretary/Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be seven (7), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
James M. Porterfield, Jr., M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789
W. Paul Sawyer, M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789
Thomas Mawn, M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789
Herman M. Carrion, M.D.	1133 W. Morse Blvd., Ste. 201 Winter Park, Florida 32789

Mohamed Antar, M.D.

1133 W. Morse Blvd., Ste. 201
Winter Park, Florida 32789

James Domler, M.D.

1133 W. Morse Blvd., Ste. 201
Winter Park, Florida 32789

Michael Grable, M.D.

1133 W. Morse Blvd., Ste. 201
Winter Park, Florida 32789

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1133 W. Morse Blvd.
Winter Park, Florida 32789

The name of the initial registered agent of this corporation shall be:

Crow-Segal Management Co., Inc.

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be: 1133 West Morse Boulevard, Suite 201, Winter Park, Florida 32789.

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing the Articles of Incorporation:

James M. Porterfield, Jr., M.D.
1133 W. Morse Blvd., Ste. 201
Winter Park, Florida 32789

IN WITNESS WHEREOF, I have set my hand and seal this 27th
day of July, 1995.


James M. Porterfield, Jr., M.D.
Its: President

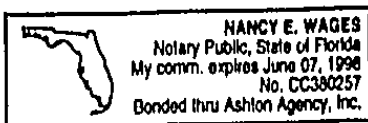
STATE OF FLORIDA
COUNTY OF ORANGE

27th The foregoing instrument was acknowledged before me this
day of July, 1995, by JAMES M. PORTERFIELD, JR., M.D.

Nancy E. Wages
Signature of Notary Public

Nancy E. Wages
(Print Notary Name)
My Commission Expires: 6/7/98
Commission No.: CC 380257

AFFIX NOTARY STAMP



☒ Personally known, or
☐ Produced Identification
Type of Identification Produced: _____

502\wpuro\society.art

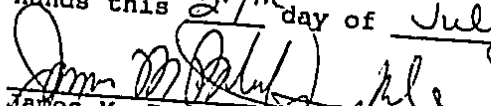
DIRECTORS ACTION BY UNANIMOUS
WRITTEN CONSENT
FLORIDA UROLOGICAL SOCIETY, INC.

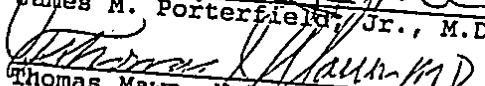
Pursuant to the authority of Section 617.0821 of the Florida Not-for-Profit Corporation Act, the undersigned, being all of the directors of FLORIDA UROLOGICAL SOCIETY, INC., a Florida not-for-profit corporation (the "Corporation"), do hereby affirmatively vote for, consent to, adopt and approve the following resolutions:

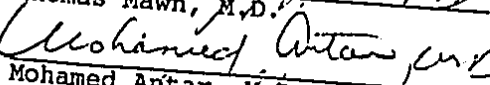
RESOLVED, that the Articles of Incorporation of the Corporation be, and they hereby are, amended and restated in their entirety, effective upon the filing of appropriate Restated Articles of Incorporation with the Department of State of Florida, to correct all references therein to the tax exemption Section of the Internal Revenue Code to read "Section 501(c)(6)."

FURTHER RESOLVED, that the President of the Corporation be, and he hereby is, authorized and directed, by and on behalf of the Corporation, to perform all acts, execute all papers and documents, and to do all other things as he may deem necessary or desirable, in his sole discretion, to fully and effectively carry out all of the intents and purposes of the immediately foregoing resolution.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 27th day of July, 1995.

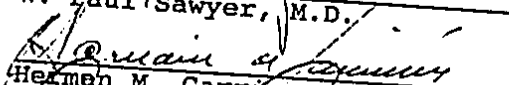

James M. Porterfield, Jr., M.D.


Thomas Mawn, M.D.


Mohamed Antar, M.D.


Michael Grable, M.D.


W. Paul Sawyer, M.D.


Herman M. Carrion, M.D.


James Demler, M.D.

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of FLORIDA UROLOGICAL SOCIETY, INC., I hereby accept and agree to act in this capacity.

Crow-Segal Management Co., Inc.

By: Barbara Beatty

Its: Account Executive

502\wpuro\society.art

FILED
95 APR 25 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA