

N96000005708



Division of Oral and Maxillofacial Surgery
Doctors' Hospital
5000 University Drive
Coral Gables, Florida 33146

Office Use Only

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
DIVISION OF CORPORATION
97 JUN 16 PM 1:17
JUN 16 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

University of Miami School of Medicine
Div. of Oral and Maxillofacial Surgery
5000 University Dr.
Coral Gables, FL 33146

SUBJECT: ORAL-MAXILLOFACIAL SURGERY RESIDENTS EDUCATION
FUND, INC.
Ref. Number: N96000005708

We have received your document for ORAL-MAXILLOFACIAL SURGERY RESIDENTS EDUCATION FUND, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 197A00026242

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DIVISION OF CORPORATIONS

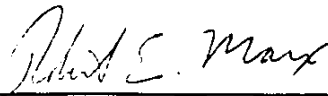
CERTIFICATE

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DIVISION OF CORPORATIONS
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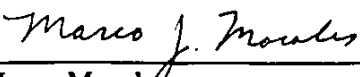
Pursuant to the provisions of F.S. §607.1007 this court, this non-profit corporation adopts the attached Restated Articles of Corporation:

1. Article XI is being added.
2. The date of this amended adoption was May 8, 1997.
3. This amendment required member approval, and was adopted by the members on May 8, 1997. The number of votes cast for the amendment was sufficient for approval.

Signed this 11 day of JUNE, 1997



Robert Marx, as president and treasurer.



Marco Morales

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DIVISION OF CORPORATIONS
97 JUN 16 PM 1:17

RESTATED
ARTICLES OF INCORPORATION

OF

ORAL-MAXILLOFACIAL SURGERY RESIDENTS EDUCATION FUND, INC.
A FLORIDA NONPROFIT CORPORATION

ARTICLE I - Name

The name of the Corporation is: Oral-Maxillofacial Surgery Residents Education Fund, Inc.

ARTICLE II - Duration

The duration of the Corporation is perpetual.

ARTICLE III - Purposes

The purpose of this corporation is as follows:

a. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are to provide assistance and support to oral-maxillofacial surgery residence and to conduct various scientific and medical research projects.

b. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

c. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE IV - Members

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

NAME	ADDRESS
Robert Marx, D.D.S.	6000 Chapman Field Drive, Miami, FL 33156
Virginia Marx	6000 Chapman Field Drive, Miami, FL 33156
Marco Morales, D.D.S.	18450 S.W. 254 Street, Homestead, FL

ARTICLE V - Initial Registered Agent and Office

The initial registered agent is Francis R. DeLuca, Esquire and the initial registered office is 100 S.E. 6th Street, Fort Lauderdale, Florida 33301.

ARTICLE VI - Initial Board of Directors

The initial Board of Directors shall have three (3) members whose names and addresses are:

NAME	ADDRESS
Robert Marx, D.D.S.	6000 Chapman Field Drive, Miami, FL 33156
Virginia Marx	6000 Chapman Field Drive, Miami, FL 33156
Marco Morales, D.D.S.	18450 S.W. 254 Street, Homestead, FL

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

ARTICLE VII - Officers

The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

TITLE	NAME	ADDRESS
President	Robert Marx, D.D.S.	6000 Chapman Field Drive, Miami, FL 33156
Secretary	Virginia Marx	6000 Chapman Field Drive, Miami, FL 33156
Treasurer	Robert Marx, D.D.S.	6000 Chapman Field Drive, Miami, FL 33156

ARTICLE VIII - Incorporators

The names and addresses of the incorporators of this corporation are:

NAME	ADDRESS
Robert Marx, D.D.S.	6000 Chapman Field Drive, Miami, FL 33156

ARTICLE IX - Non-Stock Basis

The Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

ARTICLE X - Corporate Address

The street address of the Corporation's initial principal office is 6000 Chapman Field Drive,
Miami, Florida 33156
(and, if different, the Corporation's mailing address is _____
_____.}

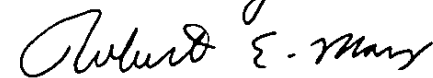
ARTICLE XI - Educational Purpose

This organization is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit or, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organizations 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this
8 day of May, 1997.


Robert Marx, D.D.S. (Incorporator)

STATE OF FLORIDA)
COUNTY OF BROWARD)

Acknowledged before me on May 8, 1997 by Robert E. Marx, who is personally known to me ✓ or produced _____ as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.



(SEAL)

Joane M. Tyre
(Signature of Notary/Clerk)

JOANE M. TYRE
(Printed Name)

My Commission Expires: 5-14-99

CC # 438833
(Serial Number, if any)

I accept designation as registered agent:

Francis R. DeLuca
Francis R. DeLuca, Esquire

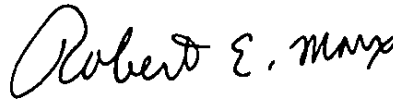
AMENDED
ARTICLES OF INCORPORATION

OF

ORAL-MAXILLOFACIAL SURGERY RESIDENTS EDUCATION FUND, INC.
A FLORIDA NONPROFIT CORPORATION

RESOLUTION

We agree that the majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals can not vote on their own compensation and that compensation decisions will be made by the board.



ROBERT MARX, D.D.S.



MARCO MORALES, D.D.S.

ADOPTED BY GOVERNING BOARD 5/1/97