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ALBRITTON

Amended
Restated

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NORTH FLORIDA FOUNDATION FOR RESEARCH AND EDUCATION

DOCUMENT NUMBER: N97000000983

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

TERESA ANGIE SMITH

Name of Contact Person

NORTH FLORIDA FOUNDATION FOR RESEARCH AND EDUCATION, INC.

Firm/ Company

1601 SW ARCHER ROAD; 151-NFFRE

Address

GAINESVILLE FL 32608

City/ State and Zip Code

TERESA.SMITH11@VA.GOV

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

TERESA ANGIE SMITH

Name of Contact Person

at (352) 317-3388

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2020 05 27 PM 12:26

April 13, 2020

TERESA ANGIE SMITH
1601 SW ARCHER ROAD 151-NFFRE
GAINESVILLE, FL 32608

SUBJECT: NORTH FLORIDA FOUNDATION FOR RESEARCH AND
EDUCATION, INC.
Ref. Number: N97000000983

We have received your document for NORTH FLORIDA FOUNDATION FOR RESEARCH AND EDUCATION, 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):

You failed to make the correction(s) requested in our previous letter.

The date of adoption of each amendment must be included in the document.

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 (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 520A00007796



REC-1130

2020 APR 13 AM 11:34

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 25, 2020

TERESA ANGIE SMITH
1601 SW ARCHER ROAD 151-NFFRE
GAINESVILLE, FL 32608

SUBJECT: NORTH FLORIDA FOUNDATION FOR RESEARCH AND
EDUCATION, INC.
Ref. Number: N97000000983

We have received your document for NORTH FLORIDA FOUNDATION FOR RESEARCH AND EDUCATION, 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):

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 (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 320A00006468

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NORTH FLORIDA FOUNDATION FOR RESEARCH AND EDUCATION, INC.
(a Florida corporation, not for profit)**

The undersigned, all natural persons competent to act as incorporators, hereby adopt and file the following Articles of Incorporation to form a corporation, not for profit, pursuant to Chapter 617 of the Laws of the State of Florida, to be operated for medical and scientific research, educational and charitable purposes exclusively.

**ARTICLE I
CORPORATE NAME**

The name of this corporation is NORTH FLORIDA FOUNDATION FOR RESEARCH AND EDUCATION, INC., a Florida corporation, not for profit.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

North Florida/South Georgia VA Medical Center, 1601 SW Archer Road, Gainesville, FL, 32608-1197.

**ARTICLE III
REGISTERED AGENT**

Teresa Angela Smith, 1601 SW Archer Road, 151-NFFRE, Gainesville, FL 32608-1197

**ARTICLE IV
GENERAL PURPOSES**

The general purposes for which this corporation is formed are:

- (A) To advance the research mission of the Department of Veterans Affairs through the support of research-related and educational activities;
- (B) To advance the medical and scientific research and education and any other related charitable purposes by the distribution of its funds for such purposes;
- (C) To make the results of such research available to the scientific and general public by means of research communications in recognized journals widely distributed to libraries and the biomedical community, and by means of scientific lectures and open meetings organized by the corporation.

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- (D) To provide a flexible mechanism for the receipt and administration of research funds, not appropriated to the Department of Veterans Affairs, for the conduct of approved VA related research and educational activities.
- (E) To operate in any other manner for such purposes as will qualify it as an exempt organization under 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any future United States Internal Revenue Law covering distributions to organizations qualified as tax exempt.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

- (A) The Medical Center Director, Chief of Staff, Associate Chief of Staff for Education, and Associate Chief of Staff for Research at the North Florida/South Georgia VA Medical Center located at 1601 SW Archer Rd., Gainesville, FL 32608-1197, shall be permanent members of the Board of Directors in accordance with federal laws and regulations.
- (B) At least two persons who are not officers or employees of the Federal Government and who have backgrounds, or business, legal, financial, medical, or scientific expertise, of benefit to the Corporation shall be members of the Board of Directors. Their term of office shall be set by the quorum of the voting members of the Board of Directors.
- (C) The Board of Directors may, from time-to-time elect, by a quorum of the voting members, additional members to the Board of Directors. Their term of office shall be set by quorum of the voting members of the Board of Directors.

ARTICLE VI
DIRECTORS

The names and addresses of the filers of the Articles of Incorporation and Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Wisnieski, MPA, FACHE	Medical Center Director North Florida/South Georgia VA Medical Center 1601 SW Archer Road Gainesville, FL 32608-1197
Hona Schmalfluss, M.D.	Chief of Staff North Florida/South Georgia VA Medical Center 1601 SW Archer Road Gainesville, FL 32608-1197
Stephen E. Nadeau, M.D.	Associate Chief of Staff for Research North Florida/South Georgia VA Medical Center 1601 SW Archer Road Gainesville, FL 32608-1197
L. Chad Hood, M.D.	Associate Chief of Staff for Education North Florida/South Georgia VA Medical Center 1601 SW Archer Road Gainesville, FL 32608-1197
Michael Bubbs, M.D.	North Florida/South Georgia VA Medical Center Rheumatology Section 1601 SW Archer Road Gainesville, FL 32608-1197
Carsten M. Schmalfluss, M.D.	North Florida/South Georgia VA Medical Center Cardiology Section 1601 SW Archer Road Gainesville, FL 32608-1197
Peruvemba Sriram, M.D.	North Florida/South Georgia VA Medical Center Pulmonary Section 1601 SW Archer Road Gainesville, FL 32608-1197

John Campen, Realtor

North Florida/South Georgia VA Medical Center
151-NFFRE
1601 SW Archer Road
Gainesville, FL 32608-1197

Thomas E. Walsh, Ph.D.

North Florida/South Georgia VA Medical Center
151-NFFRE
1601 SW Archer Road
Gainesville, FL 32608-1197

The restatement was adopted by the board of directors on December 16, 2019 with an unanimous vote for approval by all nine board members.

ARTICLE VII
AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Amended and Restated Articles of Incorporation may be proposed by any member of the Board of Directors, but such amendment may be adopted only after receiving the affirmative vote of the majority of the Board of Directors.

ARTICLE VIII
LIMITATION OF CORPORATE POWERS

The Corporation shall retain all powers listed in Florida Statute 617.0302 without limitation.

ARTICLE IX
INCORPORATORS

The following persons who are signatories to this document will act as Incorporators.

Thomas Wis - 12/16/19
Thomas Wisnieski, MPA, FACHE

Hona Schmalfuss 12/16/19
Hona Schmalfuss, M.D.

Stephen E. Nadeau 12/16/19
Stephen E. Nadeau, M.D.

L. Chad Hood 12/16/19
L. Chad Hood, M.D.

Michael Bubbs 12/16/19
Michael Bubbs, M.D.

Carsten M. Schmalfuss 12-16-19
Carsten M. Schmalfuss, M.D.

Peruvemba Sriram 12/16/19
Peruvemba Sriram, M.D.

John Campen 12-16-19
John Campen, Realtor

Thomas E. Walsh 12-16-19
Thomas E. Walsh, PhD.

Dated this 16th day of December 2019