

N97000001287
VA Research Foundation of the Palm Beaches, Inc.

7305 North Military Trail (151)
West Palm Beach, Fl. 33420-3207
(561) 882-6584

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Dear Sir or Madam:

Attached are Restated Articles of Incorporation for:

VA Research Foundation of the Palm Beaches, Inc.
7305 North Military Trail (151)
West Palm Beach, Fl 33410-6400

Corporate document number N97000001287

Shareholder approval is not required. The Board of Directors passed a resolution approving the restatement at its meeting on June 22, 1997 in West Palm Beach, Fl.

The filing fee of \$35.00 is attached.

Certified by:

Robert W. Swisher, M.D.
Robert W. Swisher, M.D. Secretary (Officer)

Charles H. Fieldus
Charles H. Fieldus, C.P.A. Executive Director (Officer)

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SECRET
TALLAHASSEE, FLORIDA

Restated Art
RFB 11

VA Research Foundation of the Palm Beaches, Inc.

**7305 North Military Trail (151)
West Palm Beach, FL 33410-6400
(561) 882-6584**

August 5, 1997

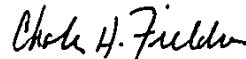
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Karen Gibson

Dear Ms. Gibson:

Attached are the resubmission documents for the Restated Articles of Incorporation for VA Research Foundation of the Palm Beaches, Inc. Also enclosed is your letter number 297A00038865 dated July 30, 1997.

Sincerely,



Charles H. Fieldus
Executive Director



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 30, 1997

ROBERT W. SWISHER
VA RESEARCH FOUNDATION OF THE PALM BEACH
7305 NORTH MILITARY TR. (151)
W. PALM BEACH, FL 33420-3207

SUBJECT: VA RESEARCH FOUNDATION OF THE PALM BEACHES, INC.
Ref. Number: N97000001287

We have received your document for VA RESEARCH FOUNDATION OF THE PALM BEACHES, 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.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 297A00038865

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

VA Research Foundation of the Palm Beaches, Inc.

**7305 North Military Trail (151)
West Palm Beach, Fl. 33410-6400
(561) 882-6584**

CERTIFICATE OF THE BOARD OF DIRECTORS

It is hereby certified that the Board of Directors of VA Research Foundation of the Palm Beaches, Inc. adopted the attached Restated Articles of Incorporation on June 19, 1997.

It is further certified that the Restated Articles of Incorporation do not contain any amendment that requires member approval.

Signed: Robert W. Swisher, M.D.
Robert W. Swisher, M.D. Secretary

Attest: Charles H. Fieldus
Charles H. Fieldus, Executive Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VA Research Foundation of the Palm Beaches, Inc.
(Restated)**

The undersigned, acting as officers of the corporation pursuant to chapter 617, Florida Statutes, adopt the following restated Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: VA Research Foundation of the Palm Beaches, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

VA Research Foundation of the Palm Beaches, Inc.
7305 North Military Trail (151)
West Palm Beach, FL 33410-6400

**ARTICLE III
PURPOSES**

The corporation is a non-profit corporation and shall be operating exclusively for charitable, scientific and educational purposes within the meaning of, and in compliance with, Section 501 (c) (3) of the Internal Revenue code of 1986, as amended (the "Code"). Such purposes shall include:

- (a) To facilitate medical research, including investigations, experiments and studies to discover, develop or verify knowledge relating to the causes, diagnosis, treatment or control of physical or mental diseases and impairments of mankind, in conjunction with the Veterans Affairs Medical Center, at 7305 North Military Trail, West Palm Beach, FL 33410-6400; and
- (b) 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 medical community, and by means of scientific lectures and open meetings organized by the corporation; and

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- (c) 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.

ARTICLE IV

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 and Research Coordinator at the VA Medical Center located at 7305 North Military Trail, West Palm Beach, Fl 33410-6400 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 are familiar with the issues involving medical research shall be members of the Board of Directors. Their term of office shall be set by a quorum of the voting members of the Board of Directors and approved by the Medical Center Director.
- (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 a quorum of the voting members of the Board of Directors and approved by the Medical Center Director.

ARTICLE V

LIMITATION OF CORPORATE POWERS

The corporation shall retain all powers listed in Florida Statute 617.0302, without limitation

ARTICLE VI

REGISTERED AGENT

The registered office shall be Regional Counsel, 10000 Bay Pines Blvd., Bay Pines, Fl 33744. The registered agent shall be Ms. Ruth Dowling, Esq.

ARTICLE VII

NAMES AND ADDRESS OF THE DIRECTORS

The initial Board of Directors shall consist of seven (7) members who shall be and whose addresses are:

Mr. Richard D. Isaac
7305 North Military Trail
West Palm Beach, Fl 33410-6400

John R. Vara, M.D.
7305 North Military Trail
West Palm Beach, Fl 33410-6400

Robert W. Swisher, M.D.
7305 North Military Trail
West Palm Beach, Fl 33410-6400

Mr. Tom Lewis
7305 North Military Trail
West Palm Beach, Fl 33410-6400

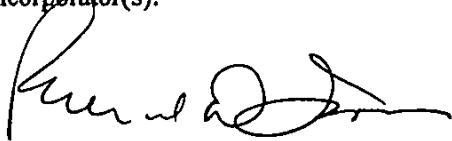
Rabbi Alan Sherman
7305 North Military Trail
West Palm Beach, Fl 33410-6400

Mr. Thomas H. Corey
7305 North Military Trail
West Palm Beach, Fl 33410-6400

Bryan Volpp, M.D.
7305 North Military Trail
West Palm Beach, Fl 33410-6400

ARTICLE VII
INCORPORATOR(S)

The following person(s), who is/are signatory(ies) to this document, will act as incorporator(s):



Richard D. Isaac
7305 North Military Trail
West Palm Beach, Fl 33410-6400

ATTEST:

Robert W. Swisher, M.D.

Robert W. Swisher, M.D.
7305 North Military Trail
West Palm Beach, Fl 33410-6400

Charles H. Fieldus

Charles H. Fieldus
7305 North Military Trail
West Palm Beach, Fl 33410-6400