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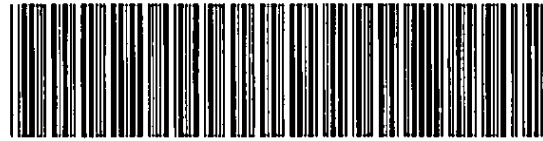
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December 22, 2022

Via Federal Express

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

Re: The Pulmonary Hypertension Association, Inc.

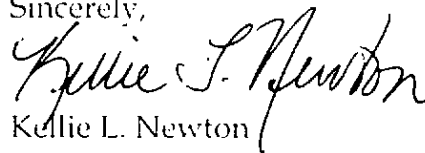
Dear Mr. / Ms. Clerk:

On behalf of The Pulmonary Hypertension Association, Inc. (PHA), I am enclosing the following for filing:

1. Amended and Restated Articles of Incorporation for PHA, a Florida not-for-profit corporation;
2. An additional copy of the above-referenced Amended and Restated Articles of Incorporation, as a certified copy is requested; and
3. This firm's check for \$43.75 (for \$35.00 filing fee plus \$8.75 for certified copy).

Please send evidence of the filing to my attention by email at knewton@wtplaw.com. If there are any questions regarding this filing, please feel free to contact me at 202-659-6776. Thank you.

Sincerely,


Kellie L. Newton

Enclosures

2022 DEC 28 PM 12:20
SECRETARY
TALLAHASSEE, FL
10

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE PULMONARY HYPERTENSION ASSOCIATION, INC.

The undersigned, ANTON LAHNSTON, being the Chair of THE PULMONARY HYPERTENSION ASSOCIATION, INC., a non-profit corporation organized and existing under the laws of the State of Florida, does hereby certify as follows:

FIRST: The Board of Trustees of THE PULMONARY HYPERTENSION ASSOCIATION, INC., at a meeting duly called and held on December 2, 2022, approved, and by resolution duly adopted and authorized the following amendment, pursuant to Article IX of the Articles of Incorporation, and there being no members within the meaning of the Florida Not for Profit Corporations Law of Florida:

That the Articles of Incorporation be amended in their entirety and restated to read as follows:

ARTICLE I.
NAME OF THE CORPORATION

The name of this corporation is:

THE PULMONARY HYPERTENSION ASSOCIATION, INC.

ARTICLE II.
PURPOSES

The general nature of the objects and purposes of this corporation shall be:

2.1 To seek a cure, and provide hope, support and education, and to promote awareness and to advocate for the pulmonary hypertension community.

2.2 The general purposes for which this corporation is formed are to operate exclusively for such religious and charitable and educational purposes as will qualify it as an exempt organization under §501(c)(3), and to obtain contributions and/or gifts which are deductible pursuant to §170(c)(2) of the Internal Revenue Code of 1986, or corresponding

provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under that code.

2.3 The purposes for which this corporation is formed are not for financial gain, and no financial gain shall ever accrue to any member of the Board of Trustees of this corporation, nor any other person or institution in the conduct of same, but any receipts of this corporation in excess of the expenses of operating and maintaining same shall be applied by the Trustees to carry out the purpose of this corporation or any other non-profit tax-exempt charitable organization, as they in their judgment may deem wise.

2.4 The foregoing purposes shall be construed as both objects and powers, and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation,

2.5 Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, literary, and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III. **MEMBERSHIP**

The corporation shall have no members.

ARTICLE IV. **CORPORATE EXISTENCE**

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V. **OFFICERS**

5.1 The officers of this corporation shall be, a Chair of the Board, a Chair-Elect of the Board, a Treasurer, and a Secretary/Assistant Treasurer, and such other assistant or administrative officers as may be determined by the Board of Trustees from time to time as provided in the Bylaws.

5.2 The Board of Trustees shall elect the officers, and the officers shall serve at the pleasure of the Board of Trustees; provided, however, that any person dealing with the corporation shall be entitled to rely upon any documents signed on behalf of the corporation by its Chair, with its corporate seal thereto affixed and attested by its Secretary.

ARTICLE VI.
BOARD OF TRUSTEES

The management and control of the corporation shall be vested in the Board of Trustees, whose number, powers, functions, jurisdiction, duties and responsibilities shall be as follows:

6.1 There shall not be less than three (3) Trustees nor more than twenty-five (25) Trustees. The minimum number of Trustees may be increased in accordance with the needs of the corporation as determined from time to time by the Board of Trustees, but shall never be less than three (3).

6.2 Members of the Board of Trustees shall be elected and hold office in accordance with the Bylaws.

ARTICLE VII.
BYLAWS

7.1 The Board of Trustees of this corporation may provide such Bylaws of the conduct of this business and the carrying out of its purposes as they may deem necessary from time to time.

7.2 Upon proper notice any of the Bylaws, may be amended, altered, or rescinded by a majority vote of those members of the Board of Trustees present at any regular or any special meeting called for that purpose.

ARTICLE VIII.
AMENDMENTS

These Articles of Incorporation may be amended at a regular or special meeting of the Board of Trustees, by a majority vote of those present.

ARTICLE IX.
REGISTERED OFFICE AND REGISTERED AGENT

9.1 The principal office of this corporation is to be located at 1629 K Street N.W., Suite 300, Washington, District of Columbia 20006.

9.2 The name and business address of this corporation's registered agent is AUSTIN CARR, ESQ., 110 E. Broward Blvd., Suite 1630, Ft. Lauderdale, Florida 33301.

ARTICLE X.
NON-PROFIT STATUS

10.1 No part of the net earnings of the corporation shall inure to the benefit of any individual or trustee.

10.2 The corporation shall not carry on propaganda, or otherwise act to influence legislation, and the corporation shall not influence in any political campaign in favor of or in opposition to any candidate for public office.

ARTICLE XI.
POWERS

To the end that the foregoing purposes and any other related religious and charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said religious, charitable, literary and educational purposes, this corporation shall have the power to:

11.1 Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the Trustees; to receive donations, gifts, and endowments, and to administer to same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for religious, educational, literary and charitable purposes and not for pecuniary profit of the trustees.

11.2 Formulate and adopt Bylaws and to alter and rescind the same, provided, however, that said Bylaws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.

11.3 And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

11.4 Notwithstanding anything contained herein to the contrary, the powers of this corporation are expressly limited to those of any organization described in Section 501(c)(3) of the Internal Revenue Service.

ARTICLE XII.
MEETINGS

12.1 The annual meeting for the election of members of the Board of Trustees shall be held as may be provided in the Bylaws.

12.2 The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of such meetings.

12.3 The percentage of the members of the Board of Trustees necessary to constitute a quorum for the holding of any meetings shall be determined in the Bylaws.

ARTICLE XIII.
DISTRIBUTION OF ASSETS UPON DISSOLUTION

13.1 This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of the Board of Trustees. In the event of such dissolution, the Board of Trustees shall, after paying or making provision for paying all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, to such organization or organizations organized and operated exclusively for religious, charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, if Miami-Dade County is then the location of the principal office of the corporation, or by Circuit Court (or equivalent thereof) or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

13.2 No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to such organizations which have qualified for exemption under §501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government for a public purpose, and none of the assets will be distributed to any officer or trustee of this corporation.

ARTICLE XIV.
DEDICATION OF ASSETS


The property of this corporation is irrevocably dedicated to religious, charitable, literary and educational purposes and no part of the net income or assets of this corporation

shall ever inure to the benefit of any trustee or officer thereof or to the benefit of any private individual, except for reasonable compensation for services actually rendered."

SECOND: These amended and restated articles of incorporation were adopted by the Board of Trustees, there being no members within the meaning of the Florida Not for Profit Corporations Law of Florida

THIRD: The aforesaid amendment and restatement to the Certificate of Incorporation of the corporation shall be effective as of the date of filing of this Certificate of Amendment with the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, ANTON LAHNSTON, has executed this certificate as Chair of the corporation.

By:  Chair
Anton Lahnston, Chair

Date: 12/21/22