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03 OCT 16 PM 2:55
TALLAHASSEE, FLORIDA

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September, 4, 2003

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

Re: PULMONARY HYPERTENSION ASSOCIATION, INC.

Dear Sir:

Enclosed please find one original and one copy of the Amended Articles of Incorporation for the above-named corporation.

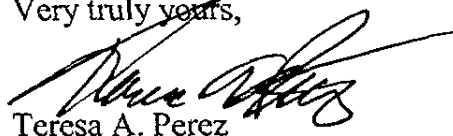
Please endorse your approval of these Articles of Incorporation on the copy, certify same and return to my office.

Our check in the amount of \$43.75 is enclosed to cover the following costs:

Filing Fee	\$35.00
Certified Copy	<u>8.75</u>
	<u>\$43.75</u>

Thank you for your cooperation in this matter.

Very truly yours,


Teresa A. Perez

TAP
Enclosures

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03 OCT 16 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 12, 2003

CHARLES O. MORGAN, JR., P.A.
% TERESA A. PEREZ
1300 NW 167TH ST., STE. 3
MIAMI, FL 33169

SUBJECT: PULMONARY HYPERTENSION ASSOCIATION, INC.
Ref. Number: N98000003561

We have received your document for PULMONARY HYPERTENSION ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly. *The "the" came later.*

Please entitle your document Amended and Restated Articles of Incorporation.

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

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) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 003A00050811

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03 OCT 16 PM 2:55
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

RECEIVED
03 OCT 16 AM 10:50
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FILED
03 OCT 16 PM 2:35
TALLAHASSEE, FLORIDA

The undersigned, Linda Carr, being the Vice-President of PULMONARY HYPERTENSION ASSOCIATION, INC., a non-profit corporation organized and existing under the laws of the State of Florida, does certify as follows:

FIRST: The Board of Trustees of PULMONARY HYPERTENSION ASSOCIATION, INC., at a meeting duly called and held on February 22, 2003, approved, and by resolution duly unanimously adopted the proposed amendment, subject to the majority affirmative vote of the members of the corporation.

SECOND: The members of said corporation, at a meeting duly called and held, and on a majority affirmative vote, approved the action of the Board of Trustees by adopting and authorizing the following amendment, and that the amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval:

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

**“AMENDED & RESTATED ARTICLES OF INCORPORATION
OF
THE PULMONARY HYPERTENSION ASSOCIATION, INC.**

We, the undersigned, with other persons, being desirous of amending and restating the Articles of Incorporation of this corporation, for religious, charitable and literary and educational purposes, under the provisions of Chapter 617 of the Florida Statutes, do hereby agree to the following:

**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

3.1 The corporation shall have no members.

ARTICLE IV. CORPORATE EXISTENCE

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

ARTICLE V.
SUBSCRIBERS

The names and addresses of the original subscribers to these Articles are:

<u>Name</u>	<u>Address</u>
AUSTIN CARR	1048 Ibis Avenue Miami Springs, FL 33166
LINDA CARR	1048 Ibis Avenue Miami Springs, FL 33166
CHARLES O. MORGAN, JR.	4565 Sabal Palm Road Miami, FL 33137

ARTICLE VI.
OFFICERS

6.1 The officers of this corporation shall be, a Chairperson of the Board, a Vice Chairperson of the Board, a President, a Vice President, or Vice-Presidents, a Treasurer, a Secretary, 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.

6.2 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 Chairperson or Vice Chairperson, its President or Vice-President, with its corporate seal thereto affixed and attested by its Secretary.

ARTICLE VII.
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:

7.1 There shall not be less than three (3) 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).

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

7.3 The names and addresses of the Trustees are as follows:

<u>Name</u>	<u>Address</u>
CANDI BLEIFER	4381 Lemp Ave. Studio City, CA 91604
BRUCE BRUNDAGE, MD	Bend Memorial Clinic 1501 N.E. Medical Center Dr. Bend, OR 97701
LINDA CARR	1048 Ibis Avenue Miami Springs, FL 33166
GERALD PATON	14459 Sandwedge Drive Indiantown, FL 34956
JACK STIBBS	44 Highbush Ct. The Woodlands, TX 77381
CAROL WILSON	1933 West Mintbush Green Valley, AZ 85614
BETTY LOU WOJCIECHOWSKI	24232 Chrisanta Dr. Mission Viejo, CA 92691

ARTICLE VIII.

BYLAWS

8.1 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.

8.2 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 IX.
AMENDMENTS

9.1 These Articles of Incorporation may be amended at a regular special meeting of the Board of Trustees called for that purpose, by a majority vote of those present.

ARTICLE X.
REGISTERED OFFICE AND REGISTERED AGENT

10.1 The principal office of this corporation is to be located at 850 Sligo Avenue, #800, Silver Spring, Maryland 20910.

10.2 The name and business address of this corporation's registered agent is CHARLES O. MORGAN, JR., 1300 Northwest 167th Street, Suite 3, Miami, Florida 33169.

ARTICLE XI.
NON-PROFIT STATUS

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

11.2 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 XII.
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:

12.1 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.

12.2 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.

12.3 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.

12.4 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 XIII. MEETINGS

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

13.2 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.

13.3 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 XIV. DISTRIBUTION OF ASSETS UPON DISSOLUTION

14.1 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 IRC 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.

14.2 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 XV. 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."

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, LINDA CARR, has executed this certificate as Vice-President of the corporation and has caused the seal of the corporation to be affixed thereto.

By: 
LINDA CARR, Vice-President

STATE OF FLORIDA

SS:

COUNTY OF MIAMI-DADE)

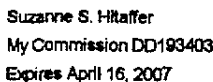
BE IT REMEMBERED, that on this 26th day of August, 2003, personally came before me, a notary public in and for the county and state aforesaid duly commissioned and sworn to take acknowledgements or proofs of deeds, LINDA CARR, Vice-President of THE PULMONARY HYPERTENSION ASSOCIATION, INC., a non-profit corporation of the State of Florida, the corporation described in the foregoing Certificate, known to me personally to be such, and she as such Vice-President, duly executed said Certificate to be her act and deed and made on behalf of said corporation; that the signature of the said Vice-President of said corporation to said foregoing Certificate is in the handwriting of the said Vice-President of said corporation, and that the seal affixed to said Certificate is the common or corporate seal of said corporation and that her act of sealing, executing, acknowledging, and delivering the said Certificate was duly authorized by the Board of Trustees of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year aforesaid.

Presented FL Driver License
C600-533-57-904-0

Suzanne P. Hittler
Notary Public, State of Florida

Print Name: Suzanne S. HITAFLEN



My Commission Expires: 4-16-2007