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BASIC AMENDMENT

LORENZ-SMEENGE FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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Amended + Restated Art. / Name Chg
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**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LORENZ-SMEENGE FOUNDATION, INC.
(a not for profit corporation)**

1. The Articles of Incorporation of Lorenz-Smeenge Foundation, Inc., a Florida not for profit corporation, are hereby amended in their entirety as set forth in the attached Amended and Restated Articles of Incorporation of Facing Futures Foundation, Inc.

2. The amendments were adopted by all of the members of the Board of Directors of the corporation on March 23, 2004. The corporation has no members entitled to vote.

3. This Certificate to Amended and Restated Articles of Incorporation shall become effective on the date filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment this 23rd day of March, 2004.


Barry Steinberg, President

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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FACING FUTURES FOUNDATION, INC.
(a not for profit corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of Lorenz-Smeenge Foundation, Inc., a Florida not for profit corporation, hereby certifies that the Board of Directors of the corporation did on the 23rd day of March, 2004, unanimously adopt the following Amended and Restated Articles of Incorporation:

Article I. Name

The name of this corporation shall be Facing Futures Foundation, Inc. The principal place of business and mailing address shall be 1520 Tradeport Drive, Jacksonville, Florida 32218.

Article II. Duration

The term of existence of this corporation is perpetual, commencing on the date of filing of the Articles of Incorporation with the Secretary of State.

Article III. Purpose

The purpose for which this corporation is organized is as follows: To provide support for children and the families of children with severe facial deformities. The purposes for which this corporation is organized are exclusively charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions thereof.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

Article IV. Directors

There shall be six (6) directors. The number of directors may be increased from time to time by the Bylaws of the corporation, but there shall never be less than three (3).

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The directors shall be elected in such manner as provided in the Bylaws of the corporation.

The members of the Board of Directors who shall serve until their successors are duly elected shall be the individuals whose names and addresses are listed below:

Board Member	Address
Barry Steinberg	University of Florida Division of Maxillofacial Surgery 653-1 West Eighth Street Jacksonville, Florida 32209
James L. Cavanaugh	44 32 nd Avenue South Jacksonville Beach, Florida 32250
B. C. Shauver	15405 Yellow Bluff Road Jacksonville, Florida 32226
Mike Pearson	1 Alltel Stadium Drive Jacksonville, Florida 32202
Mark E. Bowen	11883 Lake Fern Drive Jacksonville, Florida 32258
Mary A. Robison	Fisher, Tousey, Leas & Ball, P.A. One Independent Drive, Suite 2600 Jacksonville, Florida 32202

Article V. Members

The corporation shall have no members.

Article VI. Registered Office and Agent

The registered office of the corporation shall be One Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the registered agent of the corporation at that address shall be Mary A. Robison.

Article VII. Conduct of Corporate Affairs

The conduct of the affairs of the corporation will be managed by the President, Vice President, Secretary and Treasurer of the corporation who shall be elected by the Board of Directors as provided in the Bylaws of the corporation. Any conveyance of title

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to real or personal property owned by the corporation shall be executed by the President or Vice President and attested to by the Secretary.

Article VIII. Bylaws

Bylaws of the corporation are to be made, approved, altered or rescinded by a majority vote of the Board of Directors.

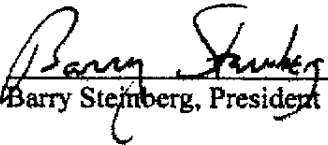
Article IX. Amendments to the Articles

Amendments to the Articles of Incorporation may be proposed by any member of the Board of Directors and shall be adopted following a majority vote of the members of the Board of Directors.

Article X. Supersedure of Original Articles of Incorporation

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of Lorenz-Smeenge Foundation, Inc.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation this 23rd day of March, 2004.


Barry Steinberg, President

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