

N98000004772

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RECEIVED
99 MAR 25 AM 8:44
DIVISION OF CORPORATIONS

FILED
99 APR 12 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SG
4/14/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 26, 1999

Ira Shafran, M.D., P.A.
2501 N. Orange Ave., Suite 405 South
Orlando, FL 32804

SUBJECT: CROHN'S DISEASE RESEARCH INC.
Ref. Number: N98000004772

35
9.75

43 : 75

We have received your document for CROHN'S DISEASE RESEARCH INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The document you submitted was prepared on a form for a profit corporation when the subject corporation is a nonprofit corporation. I am enclosing the correct form. If our office forwarded the first form to you, I apologize.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 699A00015322

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

N 98000004772

FILED

99 APR 12 PM 4:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Crohn's Disease Research, Inc.

(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

- ① Article numbers 7 through 15 are being added.
- ② Conflict of Interest Statement
- ③ Policy on employment of Board members.

SECOND: The date of adoption of the amendment(s) was: 3/22/99

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Crohn's Disease Research, Inc.

Corporation Name

Peggy A. Galvis

Signature of Chairman, Vice Chairman, President or other officer

PEGGY A. GALVIS

Typed or printed name

Vice President

Title

4.6.99

Date

ADDENDUM TO ARTICLES OF INCORPORATION

- Article 7 Said corporation is organized exclusively for scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code.)
- Article 8 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)
- Article 9 Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.
- Article 10 However, if the named recipient is not then in existence or no longer a qualified distributee or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)
- Article 11 The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.
- Article 12 The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.
- Article 13 The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later tax law.
- Article 14 The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later tax law.
- Article 15 The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later tax laws.

CONFLICT OF INTEREST POLICY

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such a contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy five percent (75%) of the voters entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

POLICY ON EMPLOYMENT OF BOARD MEMBERS

Individuals on the governing body that are also employed by Crohn's Disease Research Inc. will:

- 1) Be compensated in the capacity as a Board member for justifiable expense related to meetings (mileage, etc.) **only**.
- 2) Remove him or herself from the voting process when determining compensation, benefits, etc. in his or her capacity as an employee.
- 3) Ensure that all compensation/salaries paid to any employee of the organization will be reasonable for the services rendered and comparable with other like exempt organizations.