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April 13, 1999

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*****78.75 *****78.75

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

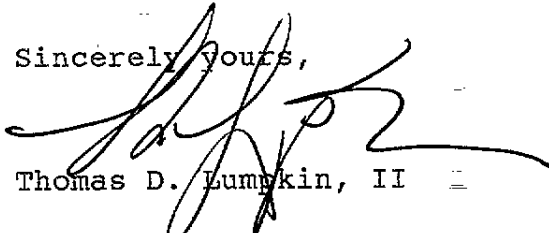
Re: International Ocular Surface Society, Inc., a proposed
Florida not-for-profit corporation

Dear Sir/Madam:

Enclosed with this letter are the original Articles of Incorporation and Acceptance of Registered Agent for International Ocular Surface Society, Inc., a proposed Florida not-for-profit corporation. Also enclosed is a check payable to the Secretary of State for \$78.75 for the filing fees and a certified copy of the Articles.

Thank you kindly.

Sincerely yours,


Thomas D. Lumpkin, II

TDL II:ps

Enclosures

Tseng\Society\Secy.ofState.Art.Cvr

cc: Ms. Amy H. Tseng (w/ enc.)

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

INTERNATIONAL OCULAR SURFACE SOCIETY, INC.

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INTERNATIONAL OCULAR SURFACE SOCIETY, INC.

ARTICLE II. ADDRESS

The address of the principal office of the corporation shall be 10000 S.W. 63rd Place, Pinecrest, Florida 33156, and the mailing address of the corporation shall be the same.

ARTICLE III. PURPOSES

The corporation is formed exclusively for scientific and educational purposes within the meaning of section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws). In particular, but not by way of limitation, the corporation is formed to facilitate the gathering, evaluation and dissemination of advancements in the

treatment of ocular surface disorders. No activities of the corporation shall be conducted for pecuniary profit and no part of the earnings generated by the corporation shall inure to the benefit of its officers or directors or any other private person, provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Article III.

ARTICLE IV. ELECTION OF DIRECTORS

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

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 10000 S.W. 63rd Place, Pinecrest, Florida 33156, and the name of the initial registered agent of the corporation at that address is Amy H. Tseng.

ARTICLE VI. INCORPORATOR

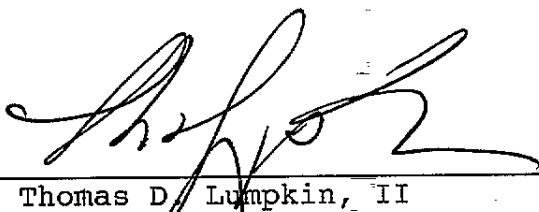
The name and street address of the incorporator to these Articles of Incorporation are:

Thomas D. Lumpkin, II, Esq.
515 Gables International Plaza
2655 Le Jeune Road
Coral Gables, FL 33134

ARTICLE VII. DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of the corporation's dissolution or the winding up of its affairs, after making provision for the payment of all liabilities of the corporation, the Directors shall distribute the remaining assets of the corporation exclusively for charitable, religious, scientific, testing for public safety, literary or educational purposes to an organization that is then exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws) and to which contributions are then deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws), or to the local, state or federal government exclusively for public purposes.

WHEREFORE, the undersigned has signed these Articles of Incorporation on the date set forth below.



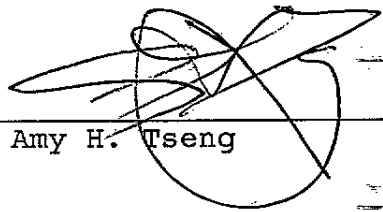
Thomas D. Lumpkin, II

Date: _____

4/13/99

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, Amy H. Tseng, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.



Amy H. Tseng

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