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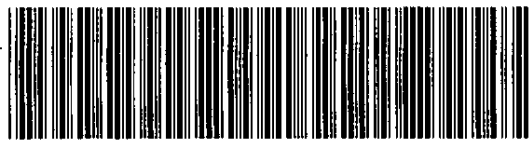
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FILED
09 MAR 26 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amended
3/30/09
TL



Office of the Vice President and General Counsel

123 Tigert Hall
PO Box 113125
Gainesville, FL 32611-3125
352-392-1358
352-392-4387 Fax

Florida Department of the State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Florida Veterinary Medicine Faculty Association, Inc.

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Incorporation for the above-referenced corporation. A check for \$43.75 for the filing fee and a certified copy to be returned to me is also included.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael W. Ford". The signature is fluid and cursive, with the first name "Michael" being the most prominent.

Michael W. Ford
Senior University Counsel

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

FLORIDA VETERINARY MEDICINE FACULTY ASSOCIATION, INC.

To: Department of State
Tallahassee, FL 32304

09 MAR 26 PM 3:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as Chairperson of the Board of Directors and Secretary of FLORIDA VETERINARY MEDICINE ASSOCIATION, INC. ("Corporation"), a not-for-profit corporation organized for scientific, educational, and charitable purposes under the provisions of Chapter 617, Florida Statutes do hereby certify:

That the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on October 12, 1999;

That on October 13, 2008, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida has approved the amendment and restatement; and

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I.
NAME

The name of this Corporation is Florida Veterinary Medicine Faculty Association, Inc. The principal office and place of business of the Corporation shall be University of Florida College of Veterinary Medicine, 2015 SW 16th Avenue, Gainesville, Florida 32610.

ARTICLE II.
PURPOSES.
LIMITATIONS AND DISSOLUTION

Section 2.1. Purposes. The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Veterinary Medicine, all as determined by The University of Florida Board of Trustees, and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

Section 2.2. Limitations on Actions. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall incurr to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any

subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income to its members, directors or officers, and the private property of subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan or the regulations of The University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time.

Section 2.3 Dissolution. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation, Inc. for the benefit of the University of Florida College of Veterinary Medicine provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Veterinary Medicine, preferably for its veterinary medical programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Code 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

ARTICLE III. POWERS

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific, and educational purposes.

ARTICLE IV. MEMBERSHIP

Section 4.1 Qualification. The Dean of the University of Florida College of Veterinary Medicine (the "College"), an administrator of the college appointed by the Dean, University of Florida's Vice President for Health Affairs, the Executive Vice President of the Corporation, if one is appointed by the Dean, and faculty members of the College who are assigned to the teaching hospital will be members.

ARTICLE V. TERMS OF EXISTENCE

The Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI. OFFICERS

The officers of the Corporation will be elected as provided in the Bylaws.

ARTICLE VII.
BOARD OF DIRECTORS

*The corporation shall be managed, its properties controlled and its affairs governed under the direction of its Board of Directors. The terms and manner of election of the directors shall be as provided in the Bylaws.

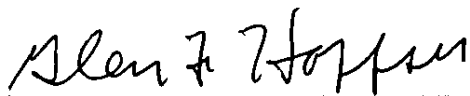
ARTICLE VIII.
STOCKS AND DIVIDENDS
PROHIBITED

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income of its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

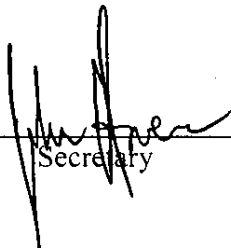
ARTICLE IX.
OFFICE AND
REGISTERED AGENT

The street address of the registered office of the Corporation is University of Florida College of Veterinary Medicine, 2015 SW 16th Avenue, Gainesville, FL 32610. The mailing address of the registered office is Office of the General Counsel, P.O. Box 113125, Gainesville, FL 32611-3125. The name of the Corporation's registered agent at the registered office is John Haven, III.

IN WITNESS WHEREOF, the undersigned, as Chairperson of the Board of Directors and Secretary, have executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this Seventh day of November, 2008.

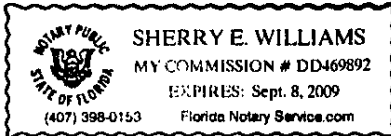


Chairperson of Board of Directors
Glen F. Hoffsis, DVM


Secretary

STATE OF FLORIDA
COUNTY OF ALACHUA

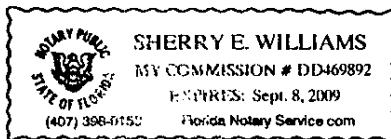
The foregoing instrument was acknowledged before me this 7th day of November 2008, by Glenn F. Hoffsis, DVM, who is personally known to be or who has produced _____ identification and who did (did not) take an oath.



Sherry E. Williams
Notary Public, State of Florida
Name: Sherry E. Williams
Commission No: 9-8-09

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 7th day of, November 2008 by John S. Haven, III, who is personally known to be or who has produced _____ identification.



Sherry E. Williams
Notary Public, State of Florida
Name: Sherry E. Williams
Commission No: 9-8-09

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for FLORIDA VETERINARY MEDICINE FACULTY ASSOCIATION, INC., at the place designated in the Articles of Incorporation, I agree to act in such capacity and agree to comply with the provisions of applicable law.

John S. Haven III
Registered Agent