

199000006137

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

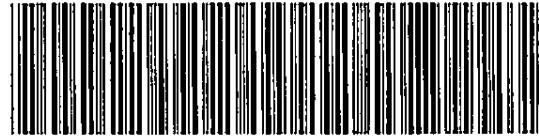
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400312391934

04/30/18 -01017--004 **43.75

FILED
MAY 29 A 11:19
TALLAHASSEE, FLORIDA

MAY 25 2018
T. LEMIEUX

Notated



College of Veterinary Medicine
Office of the Dean

PO Box 100125
Gainesville, FL 32610-0125
352-294-4060
352-392-5690 Fax
mkbryant@ufl.edu

April 23, 2018

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

RE: Florida Veterinary Medicine Faculty Association, Inc.

To Whom It May Concern:

Enclosed please find Amended and Restated Articles of Incorporation for the above-referenced corporation and a check in the amount of \$43.75 for the filing fee and Certificate of Status.

Thank you for your attention to this matter.

Sincerely,

Mindy Bryant

A handwritten signature in black ink, appearing to read "Mindy Bryant", written over a horizontal line.

Practice Plan Accountant

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Veterinary Medicine Faculty Association, Inc.

DOCUMENT NUMBER: N99000006137

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mindy Bryant

(Name of Contact Person)

Florida Veterinary Medicine Faculty Association, Inc.

(Firm/ Company)

2015 SW 16th Avenue

(Address)

Gainesville, FL 32608

(City/ State and Zip Code)

mkbryant@ufl.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mindy Bryant

at 352 294-4060
(Area Code) (Daytime Telephone Number)

(Name of Contact Person)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|---|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FLORIDA VETERINARY MEDICINE
FACULTY ASSOCIATION, INC.**

FILED

2011 MAY 24 A 11: 19

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

To: Department of State
Tallahassee, FL 32304

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 state, 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 on February 12, 2018, the Board of Directors voted to amend and restate in their entirety the current Articles 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 and the University of Florida Board of Trustees ("UFBOT") have 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.
PURPOSE 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, including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

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"), administrator(s) 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, faculty members (full time) of the College who are assigned to the teaching hospital will be members, and any other members as provided in the Bylaws.

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.

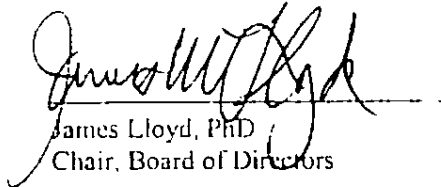
ARTICLE IX.
AMENDMENT

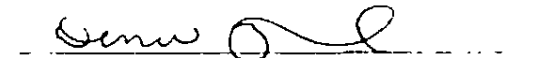
Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

ARTICLE X.
OFFICE AND REGISTERED AGENT

The street address and mailing 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.

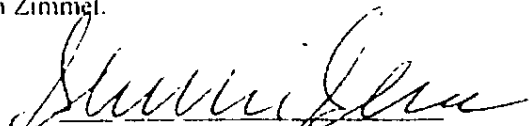
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this 12th day of February, 2018.


James Lloyd, PhD
Chair, Board of Directors


Dana Zimmer, DVM, Diplomate ACVIM, ABVP
Secretary

STATE OF FLORIDA)
COUNTY OF ALACHUA)

The foregoing instrument was acknowledged before me this 14th day of February, 2018,
by James Lloyd and Dana Zimmer.


Notary

Shellie S. Evers

Printed/Typed Name of Notary


GG132356

Commission No. _____ Expires: 8/14/2021

Personally known X /ID Produced: _____

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the Florida Veterinary Medicine Faculty Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.



John S. Haven, III
Treasurer