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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

ROWAN EYE CARE FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 4, 1999

MACFARLANE FERGUSON

SUBJECT: ROWAN EYE CARE FOUNDATION, INC.
REF: W99000025446

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ARTICLES OF INCORPORATION OF
ROWAN EYE CARE FOUNDATION, INC.

ARTICLE I
Name

The name of this not-for-profit corporation is ROWAN EYE CARE FOUNDATION, INC.

ARTICLE II
Terms

The term for which this Corporation shall exist shall be perpetual.

ARTICLE III
Principal Office

The principal office of the Corporation is located at 625 Court Street, Clearwater, FL 33756.

ARTICLE IV
Purposes

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The purposes for which the corporation is to be formed are exclusively for scientific, educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future U. S. Internal Revenue law and in furtherance of these purposes, the corporation may:

PREPARED BY AND RETURN TO:
EMIL C. MARQUARDT, JR., ESQ.
Macfarlane Ferguson & McMullen
625 Court Street, 2nd floor
Clearwater, FL 33756

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A. Provide eye care and education to individuals around the world who do not have the means to afford such care and education.

B. Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

C. Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.

D. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.

E. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-for-Profit Corporation Act.

F. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in A through E above.

ARTICLE V Powers

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of

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the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV.

The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (as modified by paragraph (2) of subsection (1) of Section 101 of the Tax Reform Act of 1969), or corresponding provisions of any later federal tax laws.

ARTICLE VI
Prohibited Acts

This Corporation shall operate exclusively for scientific, charitable or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code. In the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its individual members, directors, officers or other 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 the purposes set forth herein.

B. No substantial part of the activities of the corporation shall be the 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

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statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

D. (1) Self-dealing. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue code of 1954 (as modified by paragraph (2) of subsection (1) of Section 101 of the Tax Reform Act of 1969), or corresponding provisions of any later federal tax laws.

(2) Excess Business Holdings. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

(3) Investments Jeopardizing Charitable Purpose. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

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- (4) Taxable Expenditures. The corporation shall not make any taxable expenditures as defined in subsection (d) of Section 4945 of the Internal Revenue Code of 1954 (as modified by paragraph (2) of subsection (1) of Section 101 of the Tax Reform Act of 1969), or corresponding provisions of any later federal tax laws.

ARTICLE VII
Distribution

Notwithstanding anything to the contrary hereinbefore contained, the Corporation shall make distributions for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code.

ARTICLE VIII
Dissolution

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, education or scientific purposes to such "qualified" organization or organizations as the Board of Trustees shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article VII only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Sections

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170(c)(2)(B) and 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

ARTICLE IX
Members

The members shall be the Board of Directors which serve from time to time.

ARTICLE X
Board of Directors and Officers

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of not less than three (3) Directors. All Directors shall be elected or appointed in the manner and for the terms prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The

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officers of the Corporation shall have such duties as may be specified by the Board or by the By-Laws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the By-Laws of this Corporation.

ARTICLE XI
Indemnification

The corporation shall indemnify any officer or Trustee, or any former officer or Trustee, to the full extent permitted by law.

ARTICLE XII
By-Laws

The By-Laws of the Corporation shall be adopted by the initial Board of Trustees, as constituted under Article X above, at the organizational meeting of the Board, and said By-Laws may thereafter be amended by the vote of a majority of the Trustees then in office.

ARTICLE XIII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by a majority of the Board of Trustees then in office.

ARTICLE XIV
Registered Agent

The name and address of the registered agent of this Corporation is EMIL C. MARQUARDT, JR., 625 Court Street, Clearwater, FL 33756.

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ARTICLE XV
Incorporators

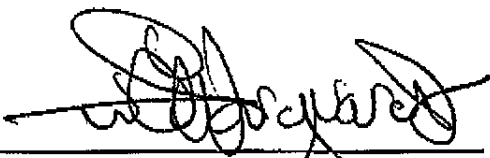
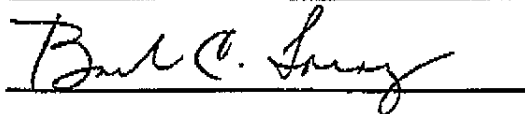
The name and address of the person(s) signing these
Articles is:

NAMEADDRESS

EMIL C. MARQUARDT, JR. 625 Court Street, Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 3rd day of November
1999.


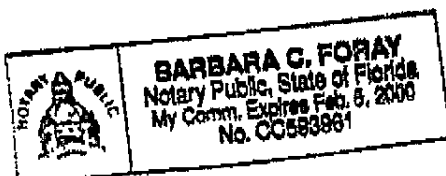
In the Presence of:



EMIL C. MARQUARDT, JR. (SEAL)STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before
me, an officer duly authorized to administer oaths and take
acknowledgments, EMIL C. MARQUARDT, JR., to me personally known to
be the individual described in and who executed the foregoing
instrument or who has produced N/A as identification and who
did take an oath and he acknowledged before me that he executed the
same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said
County and State, this 3 day of November, 1999.



Name: BARBARA C. FORAY
Notary Public
My Commission Expires: 2/6/2000

. . MACFARLANE FERGUSON

727 4428470

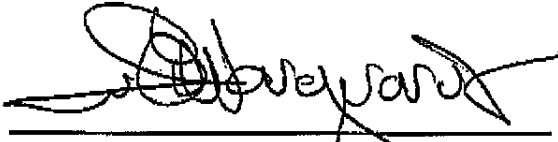
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service of process for ROWAN EYE CARE FOUNDATION, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



EMIL C. MARQUARDT, JR.

H:\DATA\ATY\ECM\STATES\P-2\ROWAN\ARTICLES

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