

227 Nokomis Avenue S.  
Venice, Florida 34285

Tel: (941) 485-1571  
Fax: (941) 484-7226

Mailing Address:  
Post Office Box 1767  
Venice, FL 34284-1767

**Kanetsky  
Moore  
& DeBoer, P.A.**

**703471**  
October 17, 2002

Murray Kanetsky  
Robert L. Moore\*  
Robert J. DeBoer\*  
Erik R. Lieberman\*\*  
Sharon S. Vander Wulp  
\* Board Certified Real Estate  
\*\* Also admitted in Pennsylvania

Secretary of State  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32314

000008493310--0  
-10/21/02--01110--009  
\*\*\*\*\*28.50 \*\*\*\*\*28.50

Re: Amendment to Articles  
The Loveland Center, Inc.  
Our File No. 4777.07

000008493310--0  
-10/21/02--01110--010  
\*\*\*\*\*15.25 \*\*\*\*\*15.25

Dear Sirs:

Enclosed please find the Certificate of Amendment to the Articles of Incorporation in regard to the above-referenced Association. Also, enclosed are two checks totaling the amount of \$43.75 for the filing fee and a certified copy of the Articles.

Please return a certified copy of the Articles of Amendment to my attention after filing.

Thank you for your assistance to this matter.

Very truly yours,

Sherry Fenderson,  
Legal Assistant to  
Sharon S. Vander Wulp

SVW/pcf

Enclosures

FILED  
02 NOV 12 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

703471 au  
all done  
Sherry Fenderson  
Cert Copy  
11-11-02

DeBoer



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 23, 2002

KANETSKY MOORE & DEBOER, P.A.  
% SHERRY FENDERSON  
227 NOKOMIS AVENUE S.  
VENICE, FL 34285

SUBJECT: THE LOVELAND CENTER, INC.  
Ref. Number: 703471

We have received your document for THE LOVELAND CENTER, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 102A00058633

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**Kanetsky  
Moore  
& DeBoer, P.A.**  
*Law Offices*

Murray Kanetsky  
Robert L. Moore\*  
Robert J. DeBoer\*  
Erik R. Lieberman\*\*  
Sharon S. Vander Wulp  
\* Board Certified Real Estate  
\*\* Also admitted in Pennsylvania

October 29, 2002

Division of Corporations  
Attn: Carol Mustain, Document Specialist  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Amendment to Articles  
The Loveland Center, Inc.  
Our File No. 4777.07

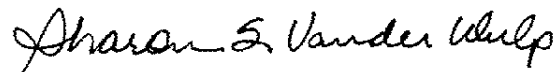
Dear Ms. Mustain:

Enclosed please find a copy your correspondence dated October 23, 2002, along with the corrected, original Certificate of Amendment to the Articles of Incorporation in regard to the above-referenced Association.

Please return a certified copy of the Articles of Amendment to my attention after filing.

Thank you for your assistance to this matter.

Very truly yours,



Sharon S. Vander Wulp

SVW/pcf

Enclosures

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

THE LOVELAND CENTER, INC.

A Non-Profit Corporation

FILED  
02 NOV 12 PM 3:52  
SECRETARY OF STATE  
ALABAMA, FLORIDA...

Pursuant to the provisions of Section 617.016, et seq., of the Florida Not For Profit Corporation Act, the undersigned Corporation hereby adopts the following Second Amended and Restated Articles of Incorporation. These Second Amended and Restated Articles of Incorporation were duly adopted and approved by an affirmative vote of not less than a majority of the Membership of the Corporation on the 24<sup>th</sup> day of September, 2002, and by an affirmative vote of not less than a majority of the members of the Board of Directors at a properly called meeting of the Board of Directors, held on the 22<sup>nd</sup> day of January, 2002, as is required by the Articles of Incorporation. The Second Amended and Restated Articles of Incorporation shall replace the existing Articles of Incorporation in their entirety.

ARTICLE I. NAME

The name of this Corporation is THE LOVELAND CENTER, INC.

ARTICLE II. PURPOSES AND POWERS

Section 1. The general nature of the objects and purposes of this Corporation shall be:

- (a) To promote the general welfare of individuals with developmental disabilities.
- (b) To obtain for individuals with developmental disabilities the benefits of training appropriate to their disabilities and to encourage volunteer community, employment and residential programs in their behalf.
- (c) To develop quality relationships between individuals with developmental disabilities, the general public and area corporations and businesses, and to work cooperatively with public and private agencies and the media toward that end.
- (d) To develop and foster quality services and programs for individuals with developmental disabilities so that the quality of their life will be improved.
- (e) To serve as a clearing house for both the gathering and disseminating of information regarding individuals with developmental disabilities.

Section 2. The Corporation shall have all of the common law and statutory powers of a corporation not in conflict with the terms of these Articles or the Bylaws

Section 3. The powers of the Corporation shall be exercised in accordance with the provisions of these Articles and the Bylaws of the Corporation.

### ARTICLE III. TERM OF EXISTENCE

The Corporation shall exist perpetually, unless the Corporation is dissolved in accordance with the law.

ARTICLE IV. NONPROFIT STATUS UNDER SECTION 501(c)(3)  
OF THE INTERNAL REVENUE CODE

This Corporation shall issue no stock. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 in these Articles. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. On the dissolution of this Corporation the Board of Directors shall dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation or to one or more other organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this Corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

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ARTICLE V. DUES

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE VI. QUALIFICATION OF MEMBERS

The membership of this Corporation shall consist of such persons, interested in advancing the purposes of the Corporation, who are accepted for membership, in the manner provided in the Bylaws.

ARTICLE VII. OFFICERS

Section 1. The officers of the Corporation shall be an Immediate Past President, President, Vice President, Secretary, and Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The business Affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have fifteen (15) directors, provided, however, that the number of directors may be increased or decreased from time to time, by the Bylaws, but shall not be less than three (3)

Section 3. At each annual meeting of the members, a sufficient number of directors shall be elected for the term of three years. At the expiration of any term, any director may be re-elected provided that he has not then been serving for two consecutive elected terms.

Section 4. The Bylaws may provide for ex-officio members of the Board of Directors who shall not be voting members.


ARTICLE IX. BYLAWS

The Bylaws of the Corporation shall be adopted, altered or rescinded by an affirmative vote of not less than 2/3rds of the entire Board of Directors at any regular or special board meeting.

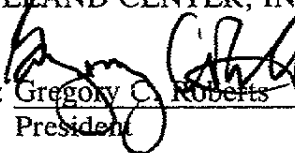
ARTICLE X. AMENDMENTS

Section 1. These Articles of Incorporation may be amended by an affirmative vote of not less than 75% of the entire Board of Directors at any regular or special board meeting, in accordance with the Bylaws of the Corporation.


ATTEST:

  
By: Karen J. Hough  
Secretary

THE LOVELAND CENTER, INC.

  
By: Gregory C. Roberts  
President

WITNESSES:

  
Collette Holtz



STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Gregory C. Roberts, as President and Karen J. Hough, as Secretary, of THE LOVELAND CENTER, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Second Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Second Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Venice, Sarasota County, Florida this 24<sup>th</sup> day of September, 2007.



Karen A. Groff  
Commission #ED021544  
Expires June 9, 2009  
Bonded Through  
Atlantic Bonding Co., Inc.

KAREN A. GROFF  
Printed Name of Notary:

Karen A. Groff  
Notary Public  
Commission # \_\_\_\_\_

My Commission Expires: June 9, 2005