

709687

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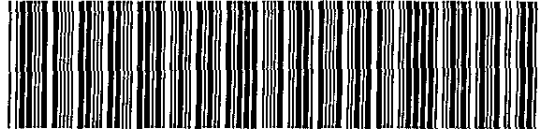
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TALLAHASSEE, FLORIDA

709687
7-3-03
Annex & Redacted
*Cert Copy

STRAYHORN & STRAYHORN, P.L.
A Professional Limited Liability Company
2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981)
Norwood R. Strayhorn (1911-1982)
Guy R. Strayhorn
E. Bruce Strayhorn, P.L.
Richard W. Pringle, P.A.

Reply to:
Richard W. Pringle
P. O. Box 1545
Fort Myers, FL 33902-1545

Telephone: 239/332-4717
Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

March 17, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Fl 32314

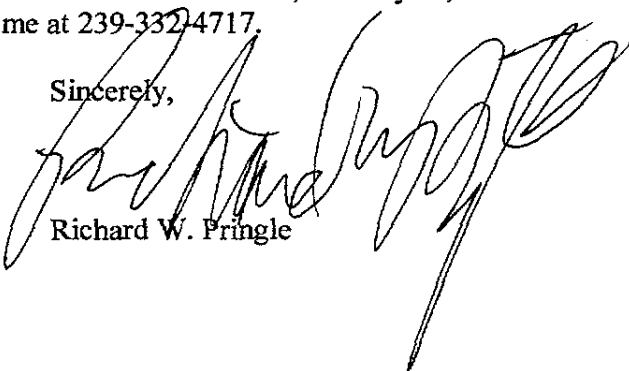
RE: Amended Articles of Incorporation-Redlands Christian Migrant Association, Inc.

Dear Sir or Madam:

Enclosed you will find the amended and restated Articles of Incorporation for our client, Redlands Christian Migrant Association, Inc. Please file and return a certified copy back to us with your date stamp for our records. A copy is enclosed for your convenience. We are also enclosing a check in the amount of \$43.00 to cover the filing fee and a certified copy.

Please return the documents back to us at P.O. Box 1545, Fort Myers, Fl 33902. If you have any questions, please feel free to contact me at 239-332-4717.

Sincerely,


Richard W. Pringle

Enclosures
RWP/sd
202024



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 1, 2003

RICHARD PRINGLE
P.O. BOX 1545
FORT MYERS, FL 33902-1545

SUBJECT: REDLANDS CHRISTIAN MIGRANT ASSOCIATION, INC.
Ref. Number: 709687

We have received your document for REDLANDS CHRISTIAN MIGRANT ASSOCIATION, INC. and your check(s) totaling \$43.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

The correct statute number is 617.1007.

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: 603A00019534

STRAYHORN & STRAYHORN, P.L.
A Professional Limited Liability Company
2125 First Street, Suite 200 • Fort Myers, Florida 33901

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Telephone: 239/332-4717
Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

June 27, 2003

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

RE: Amended Articles of Incorporation-Redlands Christian Migrant Association, Inc.

Dear Sir or Madam:

Pursuant to your request we have modified the language in the first paragraph to reflect the correct statutory reference of Section 617.1007, and we have modified Article VII to reflect the fact that all voting authority is vested in the Board of Directors instead of the members.

In light of the fact that it has been more than 60 days since the date of your correspondence of April 1, 2003, we are enclosing herein an additional filing fee of \$43.00. We respectfully request that you file the enclosed Amended and Restated Articles of Incorporation of Redlands Christian Migrant Association, Inc. unless there is additional action that is required on our part. Please return a certified copy back to us with your date stamp for our records. A copy is enclosed for your convenience.

If you have any questions, please contact me.

Sincerely,


Richard W. Pringle

RWP/sd
#202024

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REDLANDS CHRISTIAN MIGRANT ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida Not For Profit Corporation hereby amends and restates the *Articles of Incorporation*.

The Articles of Incorporation for Redlands Christian Migrant Association, Inc. shall be deleted in their entirety and restated as follows:

ARTICLE I

Name

The name of the corporation shall be REDLANDS CHRISTIAN MIGRANT ASSOCIATION, INC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the corporation is:

REDLANDS CHRISTIAN MIGRANT ASSOCIATION, INC.
402 W. Main Street
Immokalee, Florida 34142-3933

ARTICLE III

Period of Duration

The corporation shall begin existence on the day of filing, and shall continue into perpetuity or until dissolved in a manner provided by law.

03 JUL -3 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**E. John Dinkel, III, Esq. #099257
Macfarlane Ferguson & McMullen
400 North Tampa Street, Suite 2300
Tampa, Florida 33602
(813) 273-4308**

ARTICLE IV
Purposes and Activities

This corporation is organized and shall be operated exclusively charitable and educational purposes, within the meaning of Sections 170(c)(2) and 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Within the limitations established by the preceding sentence, this corporation is organized and shall be operated primarily to foster opportunities for the children and families of migrant and other low-income rural families throughout the State of Florida, through direct and indirect services, through cooperation with other public and private agencies, and through the provision of opportunities of self-improvement, in order to promote health and better education, including the establishment of schools, and to encourage individual self-sufficiency; and, to do any and all things permitted by law to be done by corporations not for profit under Chapter 617 of the Florida Statutes.

ARTICLE V
Powers

This corporation shall have and exercise only such powers as are required by and are consistent with the purposes enumerated in Article IV above. Within these limitations, this corporation may acquire and receive property of every kind by any legal means, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise; own, hold, manage, expend, and make gifts, grants, and contributions of, and convey, transfer, and dispose of any property and the income thereof to further any of the purposes of this corporation; lease, mortgage, encumber, any such property; and exercise any other powers that are consistent with the foregoing purposes and that are afforded to this corporation under the Florida Not for Profit Corporation Act.

ARTICLE VI
Restrictions

Notwithstanding any other provisions of these Articles, the restrictions set forth in this Article VI shall govern the activities of this corporation.

This corporation shall not engage in any activity which may not be carried on (i) by an organization which is exempt from federal income taxation under Section 501 (a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or (ii) by an organization the contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, and no part of the net income or net earnings of this corporation shall, directly or indirectly, inure to the benefit of or be distributed to any member, director, officer or other private individual. This corporation shall not lend any of its assets to any officer, director, or member of this corporation, or guarantee to any person the payment of a loan by any officer, director, or member of this corporation. Nonetheless, this corporation may pay reasonable compensation for services rendered and for supplies furnished to this corporation in furtherance of the purposes set forth in Article IV above.

This corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. This corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (whether the publishing or distributing of statements or otherwise).

ARTICLE VII **Membership**

Membership shall be open to all persons, regardless of race, color, sex, language, religion, disability, age, marital status, creed or any other status protected by law. At all times the members of the Corporation shall be all of the members of the Board of Directors; however, there shall not be separate membership voting rights and all voting rights shall be vested in the Board of Directors of this corporation.

ARTICLE VIII **Board of Directors**

The direction of the business and affairs of this corporation shall be vested in a Board of Directors, which shall consist of not less than three (3) members. The Bylaws of this corporation shall specify the qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles of Incorporation.

ARTICLE IX **No Personal Liability**

The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the corporation.

ARTICLE X
Capital Stock

This corporation shall have no capital stock, either authorized or issued.

ARTICLE XI
Bylaws

The By-Laws of this corporation shall be proposed by the Board of Directors and adopted by a majority vote of the Board of Directors. Amendments to the By-laws shall be approved by a majority vote of the Board of Directors of this corporation.

ARTICLE XII
Dissolution

This corporation may be dissolved in accordance with the Laws of the State of Florida. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article XII, any remaining property shall be distributed to one or more organizations that are exempt from federal income taxation under 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or to the United States government, or to the State of Florida, or any political subdivision or agency of the State for exclusively public purposes, all in such proportions as shall be determined (i) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Florida then in existence to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution of this corporation is required by the Laws of the State of Florida then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary contained in this Article XII, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations, provided that such assets shall not be distributed to the corporation's members, directors or officers.

ARTICLE XIII
Initial Management

The names of the officers who managed all of the affairs of this corporation until the first election were follows:

E. J. Campbell	President	24757 SW 167 th Avenue, Miami, Florida
Rev. Ken Nauman	Vice President	29355 S. Federal Highway, Miami, Florida
Mrs. I. H. McMullin	Secretary	930 NW 2 nd Street, Florida City, Florida
Mrs. Robert Wason	Treasurer	2822A New York Avenue, Homestead Air Force Base, Florida

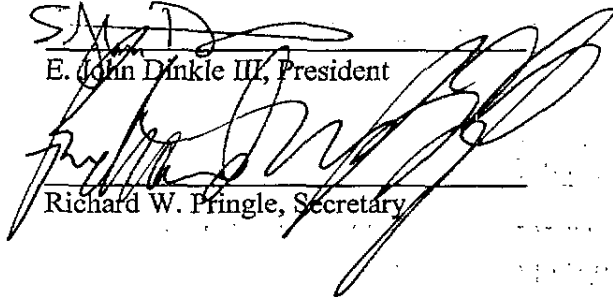
ARTICLE XIV
Subscribers

The names and addresses of the subscribers to the original Articles of Incorporation were:

E. J. Campbell	24757 SW 167 th Avenue, Miami, Florida
Cordie Pearson	8235 SW 62 nd Place, Miami, Florida
Rev. Ken Nauman	29355 South Federal Highway, Miami, Florida
Rev. Frank L. Elvery	72 NW 20 th Street, Homestead, Florida
Mrs. I. H. McMullin	930 NW 2 nd Street, Florida City, Florida
Mrs. Robert Wason	2822A New York Avenue, Homestead Air Force Base, Florida
Rev. William McWesley	540 SW 6 th Avenue, Homestead, Florida
Pedro Aguirre	29355 South Federal Highway, Miami, Florida

IN WITNESS WHEREOF, the undersigned, as the current elected president and secretary of Redlands Christian Migrant Association, Inc., have executed these Articles of Incorporation this 25th day of November, 2002, pursuant to the authority granted by a duly made and seconded motion to amend and restate the Articles of Incorporation as provided herein above which was unanimously adopted during a regular meeting of the Board of Directors held on November 25, 2002. There are no members entitled to vote.


E. John Dinkle III, President


Richard W. Pringle, Secretary