

711555

(Requestor's Name)

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PICK-UP WAIT MAIL

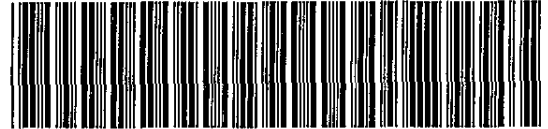
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

X00789, 00721, 00524, 00672

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TALLAHASSEE, FLORIDA



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

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December 26, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Greater Orlando Area Legal Services, Inc. into

Central Florida Legal Services, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

File 1st

Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE
1/1/04

**ARTICLES OF MERGER BETWEEN
CENTRAL FLORIDA LEGAL SERVICES, INC.
AND
GREATER ORLANDO AREA LEGAL SERVICES, INC.**

FILED

03 DEC 26 PM 4: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act, Central Florida Legal Services, Inc. a Florida Not For Profit corporation ("CFLS") and Greater Orlando Area Legal Services, Inc. a Florida Not For Profit corporation ("GOALS"), adopt the following Articles of Merger for the purpose of merging GOALS into CFLS (which is being renamed Community Legal Services of Mid-Florida, Inc. effective at 12:01 AM, January 1, 2004), the latter of which is to survive the merger.

ARTICLE I

The name and jurisdiction of the surviving corporation is:

Central Florida Legal Services, Inc., a Florida Not For Profit Corporation, Document Number 711555.

ARTICLE II

The name and jurisdiction of each merging corporation is:

Greater Orlando Area Legal Services, Inc., a Florida Not For Profit Corporation and Central Florida Legal Services, Inc., Document Number 738006.

ARTICLE III

The Plan of Merger is attached.

ARTICLE IV

The merger shall become effective on January 1, 2004 at 12:01am.

ARTICLE V

Neither CFLS nor GOALS have members apart from the directors of each corporation.

ARTICLE VI

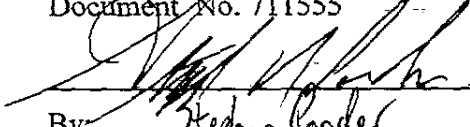
The Plan of Merger was adopted by the Board of Directors of the surviving corporation, CFLS, on December 9, 2003. The number of directors in office was 21. 12 directors voted in favor of the plan; 0 voted against the plan.

ARTICLE VII

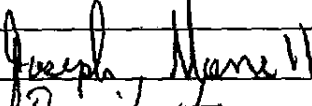
The Plan of Merger was adopted by the Board of Directors of the merging corporation, GOALS, on December 11, 2003. The number of directors in office was 10. 5 directors voted in favor of the plan; 0 voted against the plan.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 11th day of December, 2003.

CENTRAL FLORIDA LEGAL SERVICES,
INC., a Florida non-profit corporation
128A Orange Avenue Daytona Beach, FL 32114
Document No. 711555


By: Stephen Bordes
Its: President

GREATER ORLANDO AREA LEGAL
SERVICES, INC., A Florida non-profit
corporation
1036 W. Amelia St., Orlando, FL 32805
Document No. 738006


By: Joseph Maxwell
Its: President

**PLAN OF MERGER BETWEEN
CENTRAL FLORIDA LEGAL SERVICES, INC.
AND
GREATER ORLANDO AREA LEGAL SERVICES, INC.**

The following Plan of Merger, which was adopted and approved by the Board of Directors of each of the following, Central Florida Legal Services, Inc., a Florida Not For Profit corporation ("Surviving Corporation") and Greater Orlando Area Legal Services, Inc. a Florida Not For Profit ("Non-Surviving Corporation"), in accordance with section 617.1101 of the Florida Not For Profit Corporation Act is being submitted in accordance with section 617.1101 of the Florida Not For Profit Corporation Act.

1. Greater Orlando Area Legal Services, Inc. proposes to merge with and into Central Florida Legal Services, Inc. and Central Florida Legal Services, Inc. proposes to be merged with and into by Greater Orlando Area Legal Services, Inc. The jurisdiction of incorporation of each party to this merger is Florida.

2. Central Florida Legal Services, Inc. is the surviving entity.

3. On January 1, 2004, the effective date of the merger, the general terms and conditions of the merger are: (i) the separate existence of the Non-Surviving Corporation shall cease and shall be merged with and into Surviving Corporation, (ii) all assets and liabilities of the Non-Surviving Corporation shall become the assets and liabilities of the Surviving Corporation, (iii) the Surviving Corporation's Articles of Incorporation shall be amended and restated in their entirety as set forth on Exhibit A attached hereto and incorporated herein, (iv) the Amended and Restated Bylaws of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving corporation, and (v) the Federal Employer Identification Number ("FEIN") assigned to Surviving Corporation shall remain the FEIN used for the Surviving Corporation.

4. Neither the Surviving Corporation nor the Non-Surviving Corporation has members other than their respective Boards of Directors as prescribed by the Bylaws of each respective entity. The members of the Board of Directors of both entities are entitled to vote on the merger pursuant to section 617.1103(1)(b), *Florida Statutes*.

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA LEGAL SERVICES, INC.
a Florida not-for-profit corporation**

Effective at 12:01 AM on January 1, 2004 and pursuant to a resolution duly adopted by its Board of Directors on December 9, 2003 Central Florida Legal Services, Inc., a Florida not-for-profit corporation (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation which amend and restate each of the provisions of the original Articles of Incorporation of the Corporation filed with Secretary of State of Florida on September 29, 1966:

ARTICLE I

Name

The name of this Corporation shall be:

COMMUNITY LEGAL SERVICES OF MID-FLORIDA, INC.

ARTICLE II.

Duration

The duration of this not-for-profit Corporation is perpetual.

ARTICLE III.

Purpose

The purposes of the Corporation shall be exclusively charitable in nature, to-wit: To engage exclusively in activities for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), and within these restrictions, to engage in activities including but not limited to the following:

(a) To operate exclusively for charitable purposes, related to providing or assisting in the provision of high quality civil legal assistance for those who cannot afford adequate legal counsel or

who are otherwise eligible in the following counties within the State of Florida: Putnam, Flagler, Volusia, Marion, Citrus, Hernando, Sumter, Seminole, Brevard, Orange, Lake, and Osceola and other areas as designated in the Bylaws. 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 statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provisions of any future federal tax code).

(b) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real and personal property, or any interest therein, in its own right, as Trustee or in any other fiduciary capacity, wheresoever situated.

(c) To take, receive, take by gift, devise or bequest, or otherwise acquire, own, hold or use gifts or grants of money.

(d) To do all and everything necessary or appropriate for the accomplishment of any of its purposes or of any of its objects, the furtherance of the powers enumerated in this Charter or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation, as principal, agent, Trustee, or otherwise.

(e) To 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 as defined in Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(f) The Corporation shall not engage in any act of self-dealing as defined in Section 4942(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(g) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(h) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(i) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(j) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue code of 1986 (or the corresponding provisions of any future federal tax code).

(k) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code (or the corresponding provisions of any future federal tax code), as the Board of Directors shall determine.

ARTICLE IV.

Indemnification

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of current and former Directors, officers, employees, and agents.

ARTICLE V.

Members

The membership of the corporation shall consist of the members of the Board of Directors during their respective terms in office.

ARTICLE VI.

Principal Office and Registered Agent

The street address of the principal office of the Corporation is

1036 W. Amelia Street

Orlando, Florida 32805

The name and address of the registered agent of the Corporation is:

UCC Filing & Search Services Name

526 East Park Avenue Address

Tallahassee, Fl 32301-2551

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VII.

Board of Directors

(a) General Powers and Membership The affairs of this corporation shall be managed and its corporate powers exercised by a Board of Directors composed of twenty-five (25) members. The Board of Directors shall be structured in accordance with applicable Legal Services

Corporation (LSC) regulations, including but not limited to, LSC Regulation 45 CFR §1607 and the Corporation's Bylaws, as they be amended from time to time, which shall, *inter alia*, prescribe the number of directors and the manner of filling vacancies, including the manner in which the directors are appointed and elected.

(b) Board The name and address of each person who is to serve as a Director as of the date on which these Amended and Restated Articles become effective are as follows:

- | | |
|---|---|
| (1) <u>Amy Goodblatt</u>
<u>221 NE Ivanhoe Blvd., Ste 205</u>
<u>Orlando, Fl 32804</u> | (2) <u>Stacy Eckert</u>
<u>2445 South Volusia Ave., Ste C3</u>
<u>Orange City, FL 32763</u> |
| (3) <u>Tom Leek</u>
<u>P.O. Box 2491</u>
<u>Daytona Beach, Fl 32115</u> | (4) <u>Judy Stevens-Singleton</u>
<u>30 N. Grove St., Suite B</u>
<u>Merritt Island, Fl 32953</u> |
| (5) <u>Dennis Bayer</u>
<u>306 South Oceanshore Blvd.</u>
<u>Flagler Beach, Fl 32136</u> | (6) <u>William Townsend</u>
<u>200 Reid Street</u>
<u>Palatka, Fl 32177</u> |
| (7) <u>Hugh Lee</u>
<u>202 N. Florida St., Ste A</u>
<u>Bushnell, Fl 33513</u> | (8) <u>Joseph Mason</u>
<u>101 S Main Street</u>
<u>Brooksville, Fl 34601</u> |
| (9) <u>Ann Melinda Craggs</u>
<u>101 SW 3rd. Street</u>
<u>Ocala, Fl 34474</u> | (10) <u>Daniel Snow</u>
<u>203 Courthouse Square</u>
<u>Inverness, Fl 34450</u> |

- (11) Johanna Torres
322 Lakebreeze Circle
Lake Mary, Fl 32746
- (12) Ethel Ware
380 St. Regis Drive
Merritt Island, Fl 32953
- (13) Michael Porter
903 Second Street
Port Orange, Fl 32119
- (14) Leah Riddick
P.O. Box 11034
Daytona Beach, Fl 32120
- (15) Bill Negron
9318 E Colonial Drive
Orlando, Fl 32817
- (16) Norberto Katz
100 S. Orange Ave, Ste 200
Orlando, Fl 32801
- (17) Lucille Espey-Francis
355 West. Alfred Street
Tavares, Fl 32778
- (18) Mildred Dixon
1089 N. Circle West
Winter Garden, Fl 34787
- (19) Dougald Leitch
3113 Lawton Road, Ste 225
Orlando, Fl 32803
- (20) Mercedes Leon
20 South Rose Ave., Ste 2
Kissimmee, Fl 34741
- (21) Joseph Morrell
2300 E. Concord Street
Orlando, Fl 32803
- (22) Lyvonne Thompson
728 Goldwyn Avenue
Orlando, Fl 32805

(23) Virginia Townes
P.O. Box 231
Orlando, Fl 32802

(24) Rev. Henry Vernon
106 Candlewood Court
Kissimmee, Fl 34743

(25) Alice King
P.O. Box 2274
Ocala, Fl 34478

(c) Quorum The presence of thirteen board members shall be necessary at any meeting to constitute a quorum to transact business. Directors may participate in any meeting by, or conduct any meeting, through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. Any director participating in a meeting by this means is deemed to be present at the meeting. The act of a majority of the directors present at a meeting when a quorum is present shall be the act of the Board of Directors except in cases in which the Articles or Bylaws require a supermajority.

ARTICLE VIII.

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by resolution adopted by the vote of two-thirds of the Directors present at any meeting of the Directors duly called and convened at which a quorum is present, provided that at least fifteen (15) days', but not more than sixty (60) days, notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail, fax, or e-mail to each Director prior to such meeting.

IN WITNESS WHEREOF, the undersigned President does hereby execute and acknowledge these Amended and Restated Articles of Incorporation, this 22 day of December, 2003.

By: [Signature]
Print: Stephen R. Ponder
Title: President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 22 day of December, 2003, by Stephen R. Ponder as President of Central Florida Legal Services, Inc., a Florida not-for-profit corporation who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: [Signature]
Print: Meredith A. Groom

State of Florida At Large
(Seal)

My Commission Expires: 10/12/07

Title/Rank: Receptionist
Commission Number: DD 258160



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

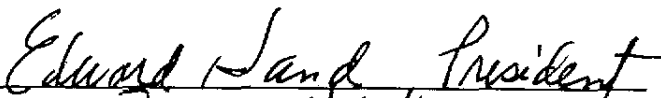
In compliance with Section 617.0501, Florida Statutes, the following is submitted:

Central Florida Legal Services, Inc. (the "**Corporation**") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 1036 W. Amelia Street, Orlando, FL 32805, has named and designated UCC Filing and Search Services, Inc, with its registered office located at 526 East Park Avenue, Tallahassee, FL 32301, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501 Florida Statutes, as the same may apply to the Corporation.

Dated this 26 day of Dec, 2003.


Name: Edward SAND


**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CENTRAL FLORIDA LEGAL SERVICES, INC.
EFFECTIVE JANUARY 1, 2004**

Pursuant to Florida Statute §617.1007, the following is submitted:

The foregoing Amended and Restated Articles of Incorporation required Board of Directors' approval. The Board of Directors on December 9th, 2003, unanimously approved the Amended and Restated Articles of Incorporation to become effective January 1, 2004.

The Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation and all amendments to them.

Dated this 22 day of December, 2003



Stephen K. Ponder, President