

716013

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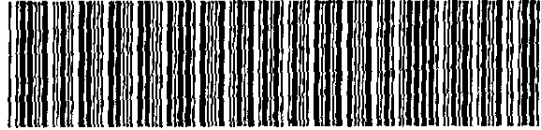
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TALLAHASSEE, FLORIDA

Amen Jc
1/25/05

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WORK ORIENTED REHABILITATION CENTER, INC

DOCUMENT NUMBER: 716013

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

Please return all correspondence concerning this matter to the following:

BARRY POLLACK
(Name of Contact Person)

WORK
(Firm/ Company)

1100 Jimmy Ann Dr.
(Address)

Daytona Beach FL 32117
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

BARRY POLLACK at (386) 274-6474
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" 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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

WORK ORIENTED REHABILITATION CENTER INC

(Name of corporation as currently filed with the Florida Dept. of State)

716013

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

WORC, Inc.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE I - Name of Corporation

ARTICLE II (a) - MISSION STATEMENT

ARTICLE VII - ANNUAL MEETING DATE

(Attach additional pages if necessary)

(continued)

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TALLAHASSEE, FLORIDA

The date of adoption of the amendment(s) was: 1/13/05

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this _____ day of _____.

Signature  _____

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Sheri Cobb
(Typed or printed name of person signing)

Board Chair
(Title of person signing)

FILING FEE: \$35

ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION
Of
WORC, Inc.,
a Florida corporation not for profit

PURSUANT to the provisions of Section 617.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

I. The text of each amended Article of the Articles of Incorporation shall be as follows:

ARTICLE I – ORGANIZATION

- (a) The name of the Corporation is WORC, Inc.
- (b) The existence of the Corporation shall be perpetual.
- (c) The principal office of the Corporation will be located at 1100 Jimmy Ann Drive, Daytona Beach, Volusia County, Florida.
- (d) The resident agent of the Corporation, until a successor shall be appointed by the Board of Directors, is Barry S. Pollack, 1100 Jimmy Ann Drive, Daytona Beach, Volusia County, Florida.

ARTICLE II -- PURPOSE

The purpose for which the Corporation is formed, and the business and objects to be carried out and prompted by it, are as follows:

- (a) To maximize abilities, independence and quality of life for individuals seeking vocational, residential and community-based services.
- (b) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gifts, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held,

administered, and disposed of exclusively for charitable, religious, educational and scientific purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended; but no gift, bequest, devise, or purchase of any such property shall be received which would put in jeopardy the status of the Corporation, as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

- (c) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended; and under the laws of Florida.
- (d) To operate exclusively for, not for profit business with no part of the income or assets of the Corporation being distributed to, nor inuring to the benefit of, any individual.

ARTICLE III -- POWERS

The Corporation is empowered:

- (a) To buy, own, sell, convey, lease and assign any interest in real estate and to construct, maintain and operate improvements thereon, and to acquire and deal with any personal property necessary or incident to same.
- (b) To borrow money and issue evidence indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

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- (c) In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual, or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for not-for-profit purposes similar to those of this Corporation.
- (d) To do each and everything necessary for the accomplishment of any of the purposes or attainment of any one or more of the objectives herein enumerated, all of which shall be in furtherance of or in connection with or incidental to the charitable purposes of this Corporation.
- (e) To strive to obtain funds to be used for the benefit of the Corporation, either through endowments, gifts, membership dues, charges, devises, bequests, or otherwise, all of which shall be in furtherance of or in connection with or incidental charitable purposes of this Corporation.

ARTICLE IV -- BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors and such officers as they shall designate to perform the executive functions of the operation of the Corporation. The Board of Directors shall be elected by the Active Directors of the Corporation and shall consist of not less than ten (10) nor more than twenty (20) directors, the exact number to be determined and governed by the By-Laws.

At the annual meeting of the Corporation, the Board of Directors shall be elected in the manner and for a term as prescribed in the By-Laws. The Board of Directors shall serve without compensation.

ARTICLE V-- OFFICERS

The officers of this Corporation shall be the Chairperson, Vice Chairperson, Secretary and Treasurer. The Directors shall elect the officers of the Corporation each year at the annual meeting for terms of one (1)

year. Officers shall serve until their successors are elected and are installed in their stead.

ARTICLE VI-- MEMBERSHIP

This Corporation shall have no members.

ARTICLE VII—ANNUAL AND SPECIAL MEETINGS

The Annual Meeting of the Board of Directors for the election of directors and officers and for the transaction of other business as the Board may determine shall be held at such time as the Board may determine but not less than once annually and in accordance with the requirements of Florida Statutes Section 617.0701.

Special meetings may be called and held as provided in the By-Laws of this Corporation.

ARTICLE VIII –BY-LAWS

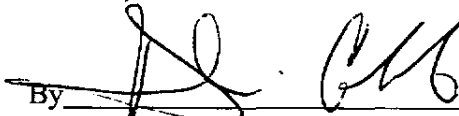
The By-Laws of the Corporation may be amended or adopted at any regular meeting or at any special meeting called for that purpose by majority vote of those Directors present and voting so long as they do not conflict with the provisions of these articles.

2. The above stated Articles of Amendment were adopted on the 13th day of January, 2005.

3. These Articles of Amendment were adopted by the Board of Directors and the number of votes cast for the Articles of Amendment was sufficient for approval.

Dated this 25th day of January, 2005.

WORC, Inc.

By 
Sheri Cobb, Chairperson

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 25 day of Jan., 2005, by Sheri Cobb, Chairperson, of WORC, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. She is personally known to me.

Nancy Ann Morin
Notary Public, State of Florida

My Commission expires:

