

717448

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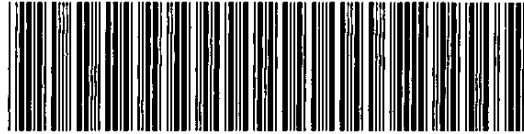
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07 NOV -7 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Resubmitted
11-7-07

Louise Graham



REGENERATION
C E N T E R

Managed by
R'Club Child Care, Inc.

Arthur O'Hara
Executive Director

Al Soto
Center Director

Tom Kennedy
Chairman

Sue Landress
Vice Chairman

Doug Walters, CPA
Secretary/Treasurer

Payton Adams
Thomas Arden, MBA, CFP
Janet Clark
Mozell Davis
Jennifer Howard Black
Tom Jerger
Eddie Pringle, LUTCF
Dennis Ruppel
Gene C. Stern, CLU, CFP, CSA

Certified by NISH

2301 3rd Avenue South
St. Petersburg, FL 33712
727-327-9444

www.louisegraham.org

October 25, 2007

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Restated and Amended Articles of Incorporation
Document # 717448

Dear Sir:

Enclosed please find "Articles of Restatement" for the Louise Graham Regeneration Center, Inc., a Florida non-profit corporation. It has been signed by the President and Secretary of the Corporation, and sealed with the Corporate Seal.

Enclosed is a check payable to the Secretary of State for \$35.00. Please address all correspondence to me as the Registered Agent at the address below.

Thank you.

Yours truly,

Arthur O'Hara
Registered Agent

All correspondence to:

9550 16th Street North
St. Petersburg, FL 33716

Telephone: (727) 578-5437

National Winner of the Audrey Nelson Community
Development Award, Washington D.C. 1994
Small Business of the Year Award Finalist 1998-99
Most Outstanding Employer of Older Workers Award
Area Agency on Aging of Pasco-Pinellas, Inc. 2002

**RESTATED ARTICLES OF INCORPORATION
OF THE
LOUISE GRAHAM REGENERATION CENTER, INC.**

We, the undersigned, officers of Louise Graham Regeneration Center, Inc., a Florida nonprofit corporation, hereby submit the following pursuant to 617.1007 Fla. Stat. (2007) as the Restated and Amended Articles of Incorporation of the Corporation:

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07 NOV - 9 31 AM ID: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is LOUISE GRAHAM REGENERATION CENTER, INC., having a business address of 2301 3rd Avenue South, St. Petersburg, Florida 33712.

ARTICLE II: PURPOSE

The general nature and purpose of this corporation is to engage in activities to improve the health, welfare, education, employment and opportunities for developmentally disabled people regardless of race, color, sex or creed; to cooperate with public and private agencies providing services of the developmentally disabled; and to establish and operate direct services to the developmentally disabled.

The Corporation shall exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations. The corporation shall do such other things as are incidental to the purposes of the corporation or necessary or desirable to accomplish them.

ARTICLE III: MEMBERSHIP

The Corporation shall have one class of voting members which shall be the members of the Board of Directors. Voting members of the corporation shall be elected (and may be removed) by the Board of Directors and shall have all of the rights and privileges of members of the Corporation.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V: BOARD OF DIRECTORS

The management of the Corporation shall be vested in the Board of Directors. The number of Directors shall be determined by the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors shall be elected by the Board of Directors in accordance with the Bylaws.

ARTICLE VI: AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights and privileges conferred by these Articles are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provision of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Board of Directors pursuant to law.

ARTICLE VII: BY-LAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE VIII: INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE IX: REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 9550 16th Street North, St. Petersburg, FL 33712-1646 and the name of its Registered Agent at that address is Arthur O'Hara.

ARTICLE X: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations that themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Codes of 1954 or corresponding sections of any prior or future Internal Revenue Code, or the Federal, State or local government exclusive public purpose.

ARTICLE XI: OTHER TAX CODES FACTORS

1. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by:
 - (a) A corporation exempt from Federal income taxation 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
 - (b) A corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

2. Notwithstanding any other provisions of these articles, this purposes for which the Corporation is formed are exclusively charitable or educational within the meaning of 501(c)(3) of the Internal Revenue Code.
3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, officers, or other private 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 in Article II hereof. No substantial part of the activities or 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 or in opposition to any candidate for public office.

IN WITNESS WHEREOF, the Corporation has caused these presents to be duly executed under seal by its President and attested to by its Secretary on this the 25th day of October, 2007.

LOUISE GRAHAM REGENERATION CENTER ,INC.

By: Thomas R. Moriarty
President
Thomas R. Moriarty
Print Name

Attest: Dennis G. Ruppel
Secretary
DENNIS G. RUPPEL
Print Name

ARTICLES OF RESTATEMENT

Louise Graham Regeneration Center, INC.

We, the undersigned officers of the Louise Graham Regeneration Center, Inc., a Florida nonprofit corporation, hereby submit the following Articles of Restatement pursuant to Florida Statute 617.1007 (2007), and certify as follows:

1. That the name of the corporation is the Louise Graham Regeneration Center, Inc., a Florida nonprofit corporation (the "Corporation").
2. That these Articles of Restatement are submitted in conjunction with the filing of the Restated and Amended Articles of Incorporation of the Corporation (the "Restated Articles").
3. That the Restated Articles contain substantial amendments to the Articles of Incorporation of the Corporation.
4. That the complete text of each amendment to the Articles of Incorporation is included within the text of the Restated Articles.
5. That the Restated Articles do not require approval of the members of the Corporation and the Restated Articles were unanimously adopted by the Board of Directors of the Corporation at a meeting held on October 25, 2007, at which a majority of the directors were present.
6. That the Restated Article supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, the Corporation has caused these presents to be duly executed under seal by its President and attested to by its Secretary on this 25th day of October, 2007.

LOUISE GRAHAM REGENERATION CENTER, INC.

By: Thomas R. Moriarty
President

Thomas R. Moriarty
Print Name

CORPORATE
SEAL

Attest: [Signature]
Secretary

Dennis G. Ruppel
Print Name

FILED
07 NOV -7 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA