



722192

98 OCT 20 PM 4:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 000092 81417A
AUTHORIZATION : *Patricia Pizut*
COST LIMIT : \$ 43.75

ORDER DATE : October 19, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 000092-005

CUSTOMER NO: 81417A

CUSTOMER: Russell H. Cullen, Esq.
Russell H. Cullen, P.a.
99228 Overseas Highway

Key Largo, FL 33037

*Restated
Articles*

DOMESTIC AMENDMENT FILING

NAME: KEY LARGO VOLUNTEER AMBULANCE
CORP., INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

300002668053--5

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

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98 OCT 20 AM 11:27
TALLAHASSEE, FLORIDA

702250, 01048, 00547, 00672



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

98 OCT 22 AM 10:39

DIVISION OF CORPORATION

October 20, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: KEY LARGO VOLUNTEER AMBULANCE CORPS.
Ref. Number: 722192

We have received your document for KEY LARGO VOLUNTEER AMBULANCE CORPS. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 598A00051824

RESUBMIT

Please give original
submission date as file date.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

**OF
KEY LARGO VOLUNTEER AMBULANCE CORPS., INC.**

ARTICLE I - NAME

The name of the corporation is:

KEY LARGO VOLUNTEER AMBULANCE CORPS., INC.

ARTICLE II - CORPORATE NATURE

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purpose of this organization shall be to provide ambulance service for the residents of a portion of Monroe County, Florida, set portion being described as follows: The Southerly boundary shall be a line drawn through Mile Marker 95, Key Largo, Monroe County, Florida, at right angles to U.S. Highway 1. The Northerly boundary shall be the Northerly boundary of Monroe County, Florida. The Westerly and Easterly boundaries shall be Florida Bay and the Atlantic Ocean, respectively [hereafter the "service area"].

ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Board of Directors of the corporation shall be at

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TALLAHASSEE, FLORIDA

lease three. The Board of Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Board of Directors and until the qualification of successors in office. Annual meetings shall be held at 98600 Overseas Highway, Key Largo, Florida on second Tuesday of October of each year at 6:30 PM or at such other place or places as the Board of Directors may designate from time to time by resolution.

(b) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Board of Directors to so act. Such a statement shall be prime facie evidence of such authority.

ARTICLE VI - EARNINGS & ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting

to influence legislation, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision 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 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 United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - MEMBERSHIP

All persons residing within the said service area and at least 18 years of age shall be eligible for membership in this organization and they shall be admitted to membership upon making application and being approved by the Board of Directors.

ARTICLE IX - INCORPORATOR

The incorporator executing these Articles is Brenda Beckmann, whose address is 870 Narragansett Lane, Key Largo, Florida 33037, the President of said corporation, who is acting under direction and authority of the current Board of Directors based upon a resolution of that Board duly made, seconded and carried at a duly called meeting of the membership.

ARTICLE X - AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI - INDEMNIFICATION

The corporation may indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII- AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

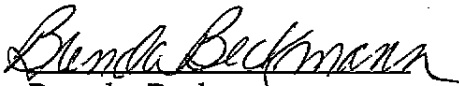
ARTICLE XIII- CORPORATE OFFICES

The initial location of the offices of the corporation shall be at 98600 Overseas Highway, Key Largo, Florida. The future location of the corporate offices shall be at such other location as the Board of Directors shall direct from time to time.

ARTICLE XIV- REGISTERED AGENT

The registered agent of this corporation shall be Russell H. Cullen, Jr., Esquire, 99228 Overseas Highway, Key Largo, Florida 33037

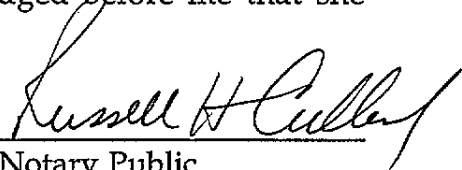
IN WITNESS WHEREOF, the undersigned Incorporator have executed these Amended Articles of Incorporation on the 16th day of October, 1998.

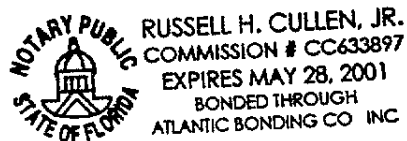

Brenda Beckmann
Incorporator

STATE OF FLORIDA

COUNTY OF MONROE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Brenda Beckmann, who is personally known to me and she acknowledged before me that she executed these Articles of Incorporation.


Notary Public
Printed Name _____
My Commission Expires: _____



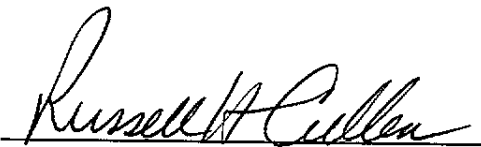
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with
Section 48.091 and Section 706.034, Florida Statutes:

KEY LARGO VOLUNTEER AMBULANCE CORPS., INC., desiring
to organize under the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at 98600 Overseas Highway, Key
Largo, Monroe County, State of Florida, names as its agent to accept service of
process within this State: Russell H. Cullen, Jr., Esq., 99228 Overseas Highway,
Key Largo, Florida 33037.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation, at the place designated in the certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said Act relative to
keeping open said office.


Registered Agent

Date: Oct. 16, 1998

AFFIDAVIT
CERTIFICATE OF AMENDMENT

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME the undersigned authority authorized to administer oaths appeared Brenda Beckmann who, after being duly sworn, deposes and says:

1. My name is Brenda Beckmann and I am the President of the Florida corporation known as the Key Largo Volunteer Ambulance Corps, Inc.

2. On October 13, 1998, the said corporation held a duly noticed meeting of the membership of said corporation for the purpose of adopting certain amendments to the articles of incorporation. The required number of members of the said corporation were present at said meeting and adopted and approved the Amended and Restated Articles of Incorporation which are dated October 16, 1998.

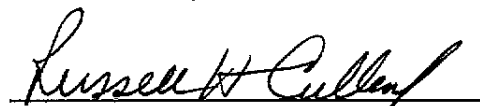
3. The Restatement contains an amendment of the Articles of Incorporation requiring a member approval. The Date of the adoption of the amendment by the membership was October 13, 1998. The number of votes cast for the Amendment was sufficient for approval.

3. At a subsequent meeting of the members of the Board of Directors, I was directed and authorized by said Board of Directors to execute and file the Amended and Restated Articles of Incorporation which are dated October 16, 1998 with the Office of the Secretary of State for the State of Florida.

FURTHER AFFIANT SAYETH NAUGHT.


BRENDA BECKMANN

Sworn to and subscribed before me this 21st day of October, 1998.


NOTARY PUBLIC
Russell H. Cullen, Jr.
Printed Name

