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LAW OFFICE

John W. Bakas, Jr.
Attorney and Counselor at Law

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November 1, 2012

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Name of Corporation: **West Central Florida Area Agency on Aging, Inc.**
Document Number: **756143**

Dear Division of Corporations:

The enclosed First Restated and Amended Articles of Incorporation and fee are submitted for filing. Also enclosed is a recent Statement of Change of Registered Office and fee for filing.

Please return all correspondence concerning this matter to:

John W. Bakas, Jr.
10150 Highland Manor Drive, Suite 200
Tampa, Florida 33610-9712

The email address for future annual report notification is:

gloria.schuyler@agingflorida.com

For further information concerning this matter, please call:

John W. Bakas, Jr. at (813)-228-8015

Enclosed are checks for the following amounts made payable to the Florida Department of State:

For Articles: \$52.50 Filing Fee, Certificate of Status, Certified Copy (Copy Enclosed)

For Statement of Change of Registered Office: \$35.00 Filing Fee

Amendment Section

November 1, 2012

Page 2

Thank you very much for filing these two documents for the **West Central Florida Area Agency on Aging, Inc.** Document Number: 756143.

Sincerely yours,

A handwritten signature in black ink, appearing to read "John W. Bakas, Jr.", with a stylized flourish at the end.

John W. Bakas, Jr.

JWB

Enclosures:

First Restated and Amended Articles of Incorporation

Check No. 1210 \$52.50

Statement of Change of Registered Office

Check No. 1211 \$35.00

**FIRST RESTATED AND AMENDED ARTICLES
OF INCORPORATION
OF
WEST CENTRAL FLORIDA AREA
AGENCY ON AGING, INC.
(a Corporation Not For Profit)**

FILED
2012 NOV -5 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These First Restated and Amended Articles Incorporation for the **WEST CENTRAL FLORIDA AREA AGENCY ON AGING, INC.** restate and amend those certain Articles of Incorporation for the **WEST CENTRAL FLORIDA AREA AGENCY ON AGING, INC.** as previously amended on September 6, 1984 and formerly known as the Manahill Area Agency on Aging, Inc., filed on February 2, 1981, and assigned number 756143:

ARTICLE I
NAME

The name of the Corporation is:

**WEST CENTRAL FLORIDA AREA
AGENCY ON AGING, INC.**

ARTICLE II
PURPOSE OF CORPORATION

This Corporation is organized:

1. Exclusively for charitable and educational 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 the corresponding section of any future federal tax code.

2. Within the above described purposes of charity and education, this Corporation is organized exclusively for purposes of:

(a) Serving as the grantee for federal funds provided under the Older Americans Act of 1965, as amended.

(b) Administering those funds by developing an area plan for a comprehensive and coordinated system for the provision of services for older citizens of Hillsborough, Manatee, Polk, Hardee, and Highlands Counties.

(c) Serving as the advocate and focal point for older persons in the planning and service area.

(d) Doing all things necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects enumerated in these First Restated and Amended Articles of Incorporation, or any amendment thereof.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 paragraph 1 hereof. 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 or in opposition to 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, or the corresponding section 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, or the corresponding section of any future federal tax code.

4. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

5. No one will be unlawfully denied services on the basis of race, sex, age, color, religion, national origin, marital status or any other basis prohibited by federal, state or local law.

ARTICLE III **MEMBERS**

The Corporation may have such members as may be provided in the bylaws. If the bylaws provide for members, the bylaws shall also provide for rights and privileges of members.

ARTICLE IV **TERM OF EXISTENCE**

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to law.

ARTICLE V **BUSINESS ADDRESS**

The principal office of the Corporation shall be located in Hillsborough County, Florida.

The principal office of this Corporation shall be and is located at:

5905 Breckenridge Parkway, Suite F
Tampa, FL 33610-4239

The Post Office mailing address of the principal office is:

5905 Breckenridge Parkway, Suite F
Tampa, FL 33610-4239

ARTICLE VI **DIRECTORS**

This Corporation shall have at least 21 Directors. The number of Directors may be increased from time to time by the bylaws of the Corporation.

ARTICLE VII
OFFICERS

The Corporation shall have a Chair, Vice Chair, Secretary, and Treasurer, who shall be elected by the Board of Directors as provided by the bylaws. The Corporation may have such addition officers as provided by the bylaws.

ARTICLE VIII
NON-STOCK BASIS

This Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type, but may issue membership certificates if so provided in the bylaws.

ARTICLE IX
AMENDMENT OF RESTATED AND AMENDED ARTICLES OF
INCORPORATION AND EFFECTIVE DATE

These First Restated and Amended Articles of Incorporation may be amended from time to time as allowed by law.

These First Restated and Amended Articles of Incorporation shall be effective upon their filing with the Secretary of State.

ARTICLE X
BYLAWS

The bylaws of this Corporation may be made, altered or rescinded from time to time as allowed by law.

ARTICLE XI
ADOPTION OF THESE
FIRST RESTATED AND AMENDED ARTICLES OF INCORPORATION

There are no members entitled to vote on these First Restated and Amended Articles Incorporation.

These First Restated and Amended Articles of Incorporation were adopted by the Board of Directors on October 2, 2012.

IN WITNESS WHEREOF, the Board of Directors of the West Central Florida Area Agency on Aging, Inc., has adopted these First Restated and Amended Articles of Incorporation. The undersigned hereby files in the Office of the Secretary of State for the State of Florida these First Restated and Amended Articles of Incorporation.

WEST CENTRAL FLORIDA AREA AGENCY ON AGING, INC.

By: Lawrence Schonfeld

Dr. Lawrence Schonfeld, Board Chair
Printed name and title

10/5/12
Date

ATTESTATION:

By: Sara Rosenbaum
Secretary

Sara Rosenbaum, Board Secretary
Printed name and title

10/8/12
Date

SEAL OF CORPORATION