

Division of Corporations

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# 765976

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Amended  
Restated  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SOUTHEASTERN GUIDE DOGS, INC.**

I, the undersigned, hereby amend and restate the ARTICLES OF INCORPORATION OF SOUTHEASTERN GUIDE DOGS, INC. ("Amended Articles"), and make, subscribe, acknowledge and file these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida in accordance with Chapter 617 Florida Statutes, as now in force or hereafter amended.

**Article I  
Name and Address**

The name of this corporation continues to be:

Southeastern Guide Dogs, Inc. (the "Corporation").

The principal office and mailing address of the Corporation is:

4210 77<sup>th</sup> Street, East  
Palmetto, Florida 34221

or such other address within the State of Florida as the Board of Directors may from time to time designate.

**Article II  
Term of Existence**

The term of existence of the Corporation is perpetual. The existence of the Corporation commenced on the 3<sup>rd</sup> day of December 1982.

**Article III  
Purpose & Nature**

1. The Corporation is organized to raise, receive and maintain a fund or funds of real property or personal property, or both, for the following purposes:
  - a) to breed and train guide dogs to assist the blind or other persons with disabilities, who are in need of such type of assistance;
  - b) to provide appropriate training to the volunteers who raise and train such guide dogs; and
  - c) to provide appropriate training to the recipients of such guide dogs;

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2. The Corporation is organized exclusively for religious, charitable, scientific, literary 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 provision of any future Federal tax code.
3. The general objectives and purposes of this Corporation shall be:
  - a) to create an environment for the Corporation that supports and rewards honesty, integrity and trust;
  - b) to enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes;
  - c) to borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefore; and,
  - d) To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Directors in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.
4. Notwithstanding any other provision of these Articles, this Corporation 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 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).

#### **Article IV Restrictions**

Notwithstanding any other Article of these Amended and Restated Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, 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 Section 501(c)(3) purposes. 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 publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **Article V Incorporators**

The names and addresses of the original Incorporators to the original Articles of Incorporation were as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Robert D. Miller	2219 Greenwich Drive Sun City Center, Florida 33570
William W. Casey	328 24 <sup>th</sup> Avenue SW Ruskin, Florida 34207
Phyllis L. Miller	2219 Greenwich Drive Sun City Center, Florida 33570

#### **Article VI Officers and Directors**

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: Chief Executive Officer, Secretary, Treasurer, Chairman of the Board of Directors and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than three (3) nor more than nineteen (19) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

At any meeting of the Directors, a majority of the then elected Board of Directors shall constitute a quorum.

#### **Article VII Directors**

The names and addresses of the members of the current Board of Directors who, subject to these Amended Articles, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office until removed as contemplated by these Amended Articles, resignation, or until their successors have been duly elected and qualified are:

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**NAME**

**ADDRESS**

Charles Samen

150 Old Nichols Circle  
Auburndale, Florida 33823

William Moyle

2206 Ramsgate Court  
Safety Harbor, Florida 34695

Ann-Margaret Perkins

515 Newnan Street  
Carrollton, Georgia 30117

Debbie Grubb

4215 17th Avenue West  
Bradenton, Florida 34205

James Kanzler, D.V.M.

628 Hillcrest Drive  
Bradenton, Florida 34209

Suzanne Branch

10129 Champa Drive  
Dallas, Texas 75218

Harris Silverman, M.D.

4007 Bayside Drive  
Bradenton, Florida 34210

Carol Forrester

PO Box 574  
Boca Grande, Florida 33921

Bobby Newman

P.O. Box 2030  
Tampa, Florida 33601

Mike Bennett

7056 Hawks Harbor Circle  
Bradenton, FL 34207

**Article VIII**  
**Registered Office and Registered Agent**

The name of the registered agent is Clifford L. Walters, of Blalock, Walters, Held & Johnson, P.A. ("Registered Agent"). The street address of its registered agent is 802 11<sup>th</sup> Street West, Bradenton, Florida 34205. Such changes were authorized by resolution duly adopted by the Corporation's Board of Directors. As indicated herein, Registered Agent hereby accepts the appointment as registered agent and agrees to act in this capacity. Registered Agent further agrees to comply with the provisions of all statutes relative to the proper and complete performance of duties, and Registered Agent is familiar with and accepts the obligation of the position as registered agent. The Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

**Article IX**  
**Amendment of Amended Articles and Bylaws**

(a) These Amended and Restated Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of, these Articles of Incorporation.

(b) The Bylaws may be altered, amended or repealed by a majority vote of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting.

(c) Notwithstanding the foregoing Sections (a) and (b), the Officers or Directors of the Corporation shall not cause any amendment or alteration of the Amended Articles or Bylaws to be made which would alter the intention and purposes expressed in Article III or which would conflict with the provisions of Article XI of these Amended and Restated Articles of Incorporation.

**Article X**  
**Indemnification**

To the fullest extent permitted by Chapter 617 of the Florida Statutes (the "Statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify and hold harmless, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the Statutes, by reason of the fact that he or she is or was a Director or Officer of the Corporation, against liability as defined in the Statutes, and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. By resolution of the Board of Directors, the Corporation may: (i) indemnify a Director or Officer of the Corporation, against any and all expenses incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director or Officer of the Corporation; or (ii) advance expenses or, where appropriate, may itself undertake the defense of any Director or Officer. Amounts paid in indemnification of expenses may include, but shall not be limited to, counsel fees and other fees and other costs and disbursements. To be reimbursed, the Director or Officer must submit a request for reimbursement to the Corporation within a reasonable time of incurring liability for the amount. The Corporation shall make reimbursement within thirty (30) days of receiving the reimbursement request.

This Indemnification article shall not apply if the Board of Directors determines that such Director or Officer of the Corporation acted with willful and wanton misfeasance or malfeasance in the performance of his or her duties. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the Corporation, but who are not or were not Directors or Officers of the Corporation.

#### **Article XI Dissolution**

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific (or 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. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article XII Authorization**

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The foregoing Amended and Restated Articles of Incorporation approved and ratified by a majority vote of the Directors at a duly called regular meeting of the Directors held on January 4, 2008, at which meeting a quorum was present in accordance with Section 617.1002 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

**IN WITNESS WHEREOF**, the undersigned has duly executed the Amended and Restated Articles of Incorporation on the 4th day of January, 2008.

  
\_\_\_\_\_  
Ann-Margaret Perkins, Chairman of the Board