

768519

Dressler & Dressler

Attorneys at Law

110 Dixie Lane

Cocoa Beach, Florida 32931

JAMES R. DRESSLER
DONNA M. DRESSLER

TELEPHONE 783-2714
AREA CODE 407

September 16, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002645061--8
-09/21/98--01124--013
*****87.50 *****87.50

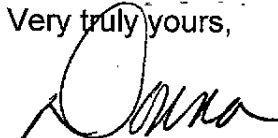
RE: ARC-Brevard Foundation, Inc.
Restatement of Articles of Incorporation/Articles of Amendment
Charter # 768519

Dear Sir/Madame:

Enclosed please find the original and one copy of the Restatement of Articles of Incorporation and Articles of Amendment with regard to ARC-Brevard Foundation, Inc., together with a check from Retarded Citizens of Brevard Foundation in the amount of \$87.50 for the filing of same. This fee also includes the return of a certified copy of the documents to my offices for which I have provided herewith a self-addressed, stamped envelope.

Thank you very much for your attention to this filing and return. If there are any questions with regard to my request, please advise immediately.

Very truly yours,


Donna Dressler

DMD/psg

Enclosures - as stated

cc: ARC-Brevard Foundation, Inc.

C:ARC.it1

FILED
98 SEP 21 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated
RR
9/25

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

ARC-BREVARD FOUNDATION, INC.
CHARTER # 768519

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ENTIRE DOCUMENT RESTATED

FILED
98 SEP 21 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: OCTOBER 23, 1997

THIRD: Adoption of Amendment (CHECK ONE) *(MS)*
, which required member approval,

- 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.

ARC-BREVARD FOUNDATION, INC.

Corporation Name
Gregg Shinn D.V.M.

Signature of Chairman, Vice Chairman, President or other officer

GREGG SHINN, D.V.M.,

Typed or printed name

CHAIRMAN

Title Date

RESTATEMENT OF ARTICLES OF INCORPORATION

Of

ARC-Brevard Foundation, Inc.

We the undersigned, do hereby submit the following document as restatement with amendment to the original Articles of Incorporation of ARC-Brevard Foundation, Inc. a Florida a not for profit corporation as filed with the Secretary of State February 26, 1993, charter number 768519. The Articles as stated above are hereby amended to delete the entire former document and substitute the following rewritten document in its entirety in lieu thereof. We certify that we are all of legal age and the changes have been made in accordance with Florida statutes governing Not for Profit Corporations and amendments.

Article I
Name and Address

The Name of this corporation is ARC-Brevard Foundation, Inc.

Article II
Address

The principal office of the corporation shall be located within Brevard County, Florida at a place to be determined by the Board of Directors, but it may hold its meetings and designate other places of business as deemed necessary.

Article III.
Purposes

ARC-Brevard Foundation, Inc. (hereinafter referred to as the Foundation) shall be non-profit, non-political and non sectarian as defined under Section 501 (c) (3) of the Internal Revenue Code of 1986. The purposes for which the Foundation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision, of any future United States Internal Revenue Law, and shall take no position in matters of governmental policies other than those concerning developmental and other related disabilities. The Foundation shall have such powers as are now or may hereafter be granted by the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

The general purposes of the Foundation are:

Section 3.1

- a. To serve as a supporting corporation for ARC-Brevard, Inc. (which hereinafter may be referred to as ARC) and all its affiliate organizations by developing sources of revenue, by providing public relations and fund raising functions for the corporate community.

Article IV
Term

This corporation shall exist perpetually.

Article V
Incorporators

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Travis M. Osborne	c/o The S.F. Travis Company 300 Delannoy Ave Cocoa, Florida 32922
Gregg Shinn	c/o Rockledge Animal Clinic 1934 Fiske Blvd Rockledge, Florida 32955
Charles Nutting	c/o The Mango Tree Auto Repair 719 E. Hibiscus Blvd Melbourne, Florida 32901
Barry Swift	c/o First Union Bank 201 Barton Blvd Rockledge, Florida 32955
Gerald F. Ryan	P.O. Box 560204 Rockledge, Fl. 32956-0204
Judy Kraftchick	c/o NationsBank 321 Ocean Ave Melbourne Beach, Fl 32951

ARTICLE VI
MEMBERSHIP

Membership shall be limited to the Board of Directors of ARC-Brevard, Inc.

ARTICLE VII
LIMITATION OF POWERS

Section 7.1 Limitation of Powers. The Foundation shall in its operation be subject to the following exclusive rights of ARC-Brevard, Inc.

- a. To elect all Directors with the exception of those Directors permitted to be appointed by the Chairman of the Board and to remove any Director, whether elected or appointed, at any time, with or without cause.
- b. To elect and remove, at any time, with or without cause, any officer of the Board.
- c. To approve annual budgets
- d. To approve and amend Bylaws
- e. To approve any expenditure, guaranty, obligation, or agreement or combination thereof that singly or in the aggregate in any one calendar month involves an unbudgeted amount equal to or in excess of \$ 5,000., unless such expenditure is specifically designated by funding agency or donor.

ARTICLE VIII
DISSOLUTION

In the event of dissolution of this corporation, or in the event that it shall cease to exist for the stated purposes, all the property and assets shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or to a local, state, or federal government for exclusively public purpose.

Under no circumstances shall any of the Property or assets of this corporation during the existence and/or upon the dissolution thereof go to or be distributed to any officer or member of this corporation.

The decision of the last duly elected Board of Directors as application of such funds upon dissolution, as long as it is made in accordance with the foregoing provisions, shall be final.

Article IX
Board of Directors

Section 9.1. General Authority . The Directors of the Foundation shall exercise the rights, powers, and privileges of directors of a corporation organized under the Florida Not for Profit Corporation Act.

Section 9.2. Number . The Board of Directors shall be as defined in Article V, Section 5.2, 5.3 and 5.4 of the Bylaws of ARC-Brevard Foundation, Inc.

Article X
Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The names of the individuals constituting the Board of Directors are:

Travis M. Osborne	Gregg Shinn	Barry Swift	Gerald F. Ryan
Chuck Nutting	Judy Kraftchick	Chuck Rehm	Lisa Cosgrove
George Harding	Sue Munsey	Becky Colker	Carroll Price

Article XI
Registered Agent

The registered agent for this corporation shall be James R. Dressler, Esq. or Donna Dressler of Dressler and Dressler whose address is 110 Dixie Lane, Cocoa Beach, Florida 32931.

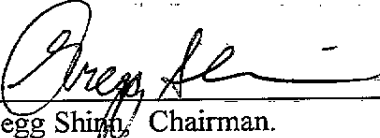
Article X
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution(s) adopted by the Board of Directors and presented to a quorum of Directors of ARC-Brevard, Inc. for their vote, so long as the vote does not occur at the same meeting where the proposed amendment is first presented.

Article XI
Date of adoption

This restatement of Articles of Incorporation of ARC-Brevard Foundation, Inc. a supporting corporation of ARC-Brevard, Inc. was duly adopted at a regular meeting of the Board of ARC at a meeting called for that purpose by two thirds affirmative vote of those present on Oct 23 1997.

Dated this 2 day of Dec 1997.



Gregg Shinn, Chairman.



Judy Kraftchick, Secretary

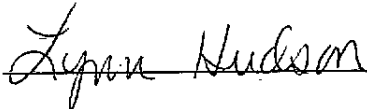
STATE OF FLORIDA

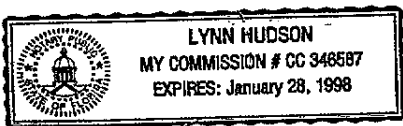
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared Gregg Shinn and Judy Kraftchick known to me to be the persons described in and who executed the foregoing Articles of Incorporation of ARC-Brevard Foundation, Inc., and acknowledged before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2 day of December 1997.

(NOTARY SEAL)





Acceptance of appointment as Registered Agent

Having been named as Registered agent to accept service of process for the above stated corporation at the address shown above. I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 3rd day of January 1998

BY: [Signature]