

N11000011380

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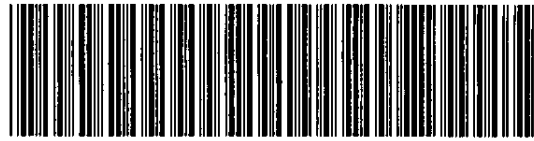
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

MAR 15 2012

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Project Detect Inc**

DOCUMENT NUMBER: **N11000011380**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Valerie T Wagner

(Name of Contact Person)

Valerie Wagner & Associates LLC

(Firm/ Company)

PO Box 555

(Address)

Englewood FL 34295-0555

(City/ State and Zip Code)

valerie@cpawagner.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Valerie Wagner at (**941**) **475-1976**

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2012

VALERIE T WAGNER
VALERIE WAGNER & ASSOCIATES LLC
PO BOX 555
ENGLEWOOD, FL 34295-0555

SUBJECT: PROJECT DETECT INC.
Ref. Number: N11000011380

We have received your document for PROJECT DETECT INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 012A00007906

PROJECT DETECT INC.
Amended and Restated
ARTICLES OF INCORPORATION

ARTICLE I
NAME/REGISTERED OFFICE

The name of this corporation shall be: PROJECT DETECT INC

ARTICLE II
REGISTERED OFFICE

The corporation's principal place of business is located at: Riverwood Golf Club, 4100 Riverwood Drive, Port Charlotte, FL 33953

The corporation's principal mailing address is: Riverwood Golf Club, 4100 Riverwood Drive, Port Charlotte, FL 33953

ARTICLE III
PURPOSE

This corporation is organized exclusively for charitable, 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. To this end, the corporation shall provide screening, mammograms, and other early cancer screening procedures to uninsured and/or underinsured women and men in the Greater Charlotte County area. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV
LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

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3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE V DIRECTORS/MEMBERS

The corporation directors are elected or appointed as provided in the By Laws.

ARTICLE VI DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 Pleas 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 VIII INCORPORATOR

The incorporator of this corporation is: Charlotte Minich, 4100 Riverwood Drive, Port Charlotte, FL 33953.

ARTICLE IX REGISTERED AGENT

The registered agent of this corporation is Charlotte Minich, 4100 Riverwood Drive, Port Charlotte, FL 33953.

ARTICLE X OFFICERS/DIRECTORS

The initial officer(s) and/or director(s) of the corporation is/are:

President: Charlotte Minich, 4100 Riverwood Drive, Port Charlotte, FL 33953

Vice President: Ann Cea, MD, 4100 Riverwood Drive, Port Charlotte, FL 33953

ARTICLE XI
DATE

The effective date for this corporation shall be: 12/05/2011

The undersigned incorporator(s) certify(ies) both that she/he/they execute(s) these Articles for the purposes herein stated, and that by such execution, she/he/they affirm(s) the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she/he/they is/are subject to the criminal penalties for perjury set forth in Florida statutes as if this document had been executed under oath.

Charlotte E. Minick 12/5/11 signature/date
President

I do hereby certify that the restatement contains an amendment requiring member approval; the members unanimously approved and adopted the amendment on December 5, 2011. The eight votes cast were sufficient for approval.

Charlotte E. Minick 3/1/2012
President