

FROM HILL, WARD, HENDERSON, P. A.

(TUE) 3. 30' 99 8:33/ST. 8:33/NO. 4260294736 P 1

(MON) MAR 29 1999 12:57  
HILL, WARD, HENDERSON, P. A.

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4260294-657	3. 29 12:45	3. 29 12:55	1' 28"	4	ECM	OK

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Division of Corporations

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Account Number : 072317001716  
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Fax Number : (813) 221-2900

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FROM HILL, WARD, HENDERSON, P. A.

(TUE) 3. 30' 99 8:34/ST. 8:33/NO. 4260294736 P 2



**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

March 29, 1999

**VOLUNTEERS OF AMERICA NORTH AND CENTRAL FLORIDA, INC.**  
402 REO STREET  
TAMPA, FL 33609

**SUBJECT: VOLUNTEERS OF AMERICA NORTH AND CENTRAL FLORIDA, INC.**  
**REF: N9200000272**

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Karen Gibson  
Corporate Specialist

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Letter Number: 499A00015762

FROM HILL, WARD, HENDERSON, P. A.

(MON) 3. 29' 99 12:56/ST. 12:45/NO. 4260294657 P 2



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

March 26, 1999

**VOLUNTEERS OF AMERICA NORTH AND CENTRAL FLORIDA, INC.**  
402 REC STREET  
TAMPA, FL 33609

**SUBJECT: VOLUNTEERS OF AMERICA NORTH AND CENTRAL FLORIDA, INC.**  
**REF: N9200000272**

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Karen Gibson  
Corporate Specialist

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Letter Number: 799A00015481

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

99 MAR 30 AM 10:10  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VOLUNTEERS OF AMERICA NORTH AND CENTRAL FLORIDA, INC.

WHEREAS, the Articles of Incorporation of VOLUNTEERS OF AMERICA NORTH AND CENTRAL FLORIDA, INC. (the "Corporation") were filed and approved by the Secretary of State of the State of Florida on the 13th day of November, 1992;

WHEREAS, the proposed Amendment and Restatement to the Articles of Incorporation of the Corporation hereinafter set forth was approved by unanimous consent of all the directors and the sole member pursuant to the provisions of Florida Statutes, Section 607.0821 and Section 607.0704, by Action by Written Consent of the Directors and Stockholders dated as of the 18th day of March, 1999.

NOW, THEREFORE, the Articles of Incorporation are hereby amended and restated as follows:

I. The name of the corporation shall be:

**VOLUNTEERS OF AMERICA OF FLORIDA, INC.**

II. The purposes for which this corporation is formed are as follows:

- A. The specific and one of the primary purposes is to operate a religious, missionary and welfare society, humanitarian in method and having for its objects and purposes the reaching and uplifting of people, extending aid, both spiritual and material to all persons who may come within the sphere of its influence.
- B. The general purposes are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Florida, except as may be modified by these articles or in the bylaws; however, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not consistent with the laws of this state, with the religious charitable purposes of this corporation, or with section 501(c)(3) of the Internal Revenue Code as now in effect or as may be hereinafter amended.
- C. This Corporation shall in no substantial part engage itself or focus its activities upon the carrying out of propaganda, or otherwise attempting to exert influence on legislation or legislators, nor shall this Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.


III. This Corporation is being organized, and is organized, under the laws of the State of Florida.

Prepared by: Jonathan P. Jennewein  
Hill, Ward & Henderson, P.A.  
P.O. Box 2231, Tampa FL 33601-2231  
813-221-3900  
Florida Bar # 9309005

This corporation is not being organized for pecuniary gain or profit of the individual members, directors or officers and is therefore being organized for non-profit purposes, and shall never be operated for the primary purpose of carrying on a trade or business for profit.

- IV. This Corporation shall have no capital stock, nor shall the individual property of the members, officers, directors, or employees of this corporation be liable for any corporate debts.
- V. The existence of this Corporation is to be perpetual.
- VI. The membership of this Corporation and the voting rights of members shall be as set forth in the bylaws.
- VII. The general management of the affairs and activities of this Corporation shall be, except as provided otherwise herein or in the bylaws, under the control, supervision and direction of the designated Board of Directors. The number of Directors constituting the Board of Directors of the Corporation shall be no less than three (3).
- IX. The property of this Corporation is irrevocably dedicated to the purposes delineated in section II and no part of the net income or assets of this Corporation shall ever inure to the benefit of any individual director, officer or member of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation.
- X. Upon the dissolution or winding up of the Corporation for whatever reason, any and all assets including real or personal property which remain after the payment of, or provision for the payment of, all debts and liabilities of this Corporation, shall be distributed to Volunteers of America, Inc., a New York not-for-profit corporation, or its successor corporation or designee, or if it, or its successor corporation or designee, is not then in existence, exempt under section 501 (c)(3) of the Internal Revenue Code, and qualified under state law, then to one or more organizations exempt under section 501(c)(3) whose mission and purpose are consistent with those of Volunteers of America, Inc. Consistent with the laws of the State of Florida it is set out herein that if dissolution or liquidation becomes a necessity, the Chief Executive Officer of Volunteers of America, Inc. or its successor corporation, or his/her qualified designee, shall be appointed and commissioned, as provided by law, as the liquidator and/or administrator of the dissolution proceedings.
- XI. These articles may be amended by two-thirds vote of the membership provided that no amendment or changes to the articles of incorporation or the bylaws can take effect until approved by authority of the Board of Directors of Volunteers of America, Inc.

IN WITNESS WHEREOF, these Amended and Restatement of the Articles of Incorporation are hereby executed by the corporation's President this 25<sup>th</sup> day of March, 1999.

  
Kathryn E. Spearman, President