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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Association of County Human Services Administrators, Inc.

DOCUMENT NUMBER: N98000004668

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

Please return all correspondence concerning this matter to the following:

Emily Anderson

(Name of Contact Person)

Florida Association of Counties

(Firm/ Company)

100 S. Monroe Street

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

eanderson@fl-counties.com

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

For further information concerning this matter, please call:

Emily Anderson

850-294-0421

at

(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:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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Articles of Amendment
to
Articles of Incorporation
of

Florida Association of County Human Services Administrators, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N98000004668

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable: _____
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable: _____
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|---|--------------|-------------|----------------|
| 1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |

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E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Please see fully executed Amendment Articles of Incorporation attached hereto.

Amended Article III, Purpose and Powers (A) to include human services administrator; veteran service administrator; housing administrator; health services administrator; and any staff serving under said administrators.

Amended Article V, Members to include any person who is employed by a Florida county who serves as a human services administrator; veteran service administrator; housing services administrator; health services administrator

or any staff serving under said administrators in lieu of a county member.

Amended Article VI Board of Directors to amend the number of Board members as governed by Bylaws. Named present

Board of Directors

Amended Article VII Officers to list the current Officers of the corporation

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The date of each amendment(s) adoption: June 28, 2023 if other than the date this document was signed.

Effective date **if applicable**: June 28, 2023
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 8/4/23

Signature Michelle Miller

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michelle Miller

(Typed or printed name of person signing)

President

(Title of person signing)

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**AMENDED ARTICLES OF INCORPORATION OF
FLORIDA ASSOCIATION OF COUNTY HUMAN
SERVICES ADMINISTRATORS, INC.
(as of June 28, 2023)**

The undersigned, acting as incorporator of this corporation not for profit, pursuant to Chapter 617, Florida Statutes, does hereby certify as follows:

**ARTICLE I
NAME, PRINCIPAL PLACE OF BUSINESS, and REGISTERED AGENT**

Section 1.01. Name. The name of this corporation shall be: Florida Association of County Human Services Administrators, Inc.

Section 1.02. Principal Place of Business. The street and mailing address of the initial principal place of business is: 100 South Monroe Street, Tallahassee, Florida, 32301.

Section 1.03. Registered Agent. The initial registered agent of this corporation is as follows:

Virginia S. Delegal
Executive Director
Florida Association of Counties, Inc.
100 South Monroe Street Tallahassee, Florida 32301

**ARTICLE II
DURATION**

Section 2.01. Duration. The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

**ARTICLE III
PURPOSE AND POWERS**

Section 3.01. Purpose. This corporation is organized and will be operated exclusively for the promotion and facilitation of professional excellence in the provision of primarily health, human and housing services by Florida county government and for no activities which are not permitted by an organization exempt from taxation under Section 501(c) of the Internal Revenue Code, as amended. The corporation will have the following powers:

(A) To protect, promote and improve the mutual interests of those persons who serve as the human services administrator; veteran service administrator; housing services administrator; health services administrator; and, any staff serving under said administrators; regardless of official title, and whose official duties are primarily devoted to county provided and involved in health, human and housing service programs in Florida's counties;

(B) To unite, in common organization, its members to engage in professional development activities;

(C) To promote and encourage professional collaboration among its members and to manage and conduct meetings, seminars, forums, and workshops for its members;

(D) To promote education and advancing the cause of education for the benefit of its members;

(E) To assist counties with the establishment or improvement of effective county health, human, housing, and veteran services administration in Florida;

(F) To develop and maintain a professional association with the Florida Association of Counties (FAC) in order to assist FAC and the Florida Association of County Human Services Administrators, Inc., to achieve their respective goals and objectives;

(G) To assist the Florida Association of Counties on matters having an impact on county health, human, housing and veteran services;

(H) To conduct such other related activities permitted to be conducted by an organization exempt from taxation under Section 501(c) of the Internal Revenue Code, as amended; and

(I) To do and perform every lawful act and thing necessary and expedient to be done or performed with may be convenient or advantageous for the efficient conduct of the affairs of this corporation and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations not for profit under Chapter 617, Florida Statutes, as amended.

ARTICLE IV RESTRICTIONS

Section 4.01. Restrictions. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons; provided, however, 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 Article III, hereof and to pay or reimburse the reasonable expenses of fundraising and carrying out the objectives of the corporation.

**ARTICLE V
MEMBERS**

Section 5.01. Members. The membership of the corporation shall be open to any person who is employed by any of Florida's counties or any other Florida governmental entity working in partnership with a Florida county, who serves as the human services administrator; health services administrator; housing services administrator; veterans services administrator; and, any staff serving under said administrators, regardless of title, and whose official duties, regardless of official title, are primarily devoted to county provided and involved health, human, housing, and veteran service programs in Florida's counties. Other classifications of membership may be as established by the Board of Directors as provided in the Bylaws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 6.01. Number, Terms, Expenses. The number of persons constituting the Board of Directors of the corporation shall not be less than three (3) and not more than twenty (20) members, as determined in the Bylaws. The Bylaws shall provide the process for the selection of the Directors. There shall be no limits on the number of terms a Board member may serve. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes. Directors must be members of the corporation. The Officers of the corporation shall serve as ex officio Directors and shall have voting rights.

Section 6.02. Directors. The names and addresses of the initial members of the Board of Directors of this corporation who, subject to the provisions of these Articles of Incorporation, the Bylaws and the laws of the State of Florida, shall serve until the first annual meeting of the corporation, or until successors are elected, are as follows:

Michelle Miller, President
Martin County
435 S.E. Flagler Ave.
Stuart, Florida 34994

Carrie Walsh, President-Elect
Charlotte County
1100 Loveland Blvd.
Port Charlotte, Florida 33980

Shawna Novak, Secretary
St. Johns County
200 San Sebastian View, Ste. 2300
St. Augustine, Florida 32084

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Veda Ramirez, Treasurer
Hernando County
621 West Jefferson Street
Brooksville, Florida 34601

Roger Mercado, Past President
Lee County
2440 Thompson St.
Fort Myers, Florida 33901

ARTICLE VII OFFICERS

Section 7.01. Officers. The corporation will have such Officers as may be provided for in the Bylaws. The manner of selection will also be provided for in the Bylaws. The corporation will have at least the following Officers: President, President-Elect, Secretary, Treasurer and Past President.

Section 7.02. Duties. The duties of the Officers will be described in the Bylaws.

Section 7.03. Officers. The names and addresses of the officers of this corporation who, subject to the provisions of these Articles of Incorporation, the Bylaws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected are as follows:

Michelle Miller, President
Martin County
435 S.E. Flagler Ave.
Stuart, Florida 34994

Carrie Walsh, President-Elect
Charlotte County
1100 Loveland Blvd.
Port Charlotte, Florida 33980

Shawna Novak, Secretary
St. Johns County
200 San Sebastian View, Ste. 2300
St. Augustine, Florida 32084

Veda Ramirez, Treasurer
Hernando County
621 West Jefferson Street
Brooksville, Florida 34601

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Roger Mercado, Past President
Lee County
2440 Thompson St.
Fort Myers, Florida 33901

**ARTICLE VIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 8.01. Indemnification. As provided for in the Bylaws, Officers and Directors will be indemnified by the corporation against all expenses and liabilities, including attorney's fees (including any in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all Officers and Directors against any such liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

**ARTICLE IX
DISSOLUTION**

Section 9.01. Dissolution. In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state, or local government to be used for exclusively public purposes.

**ARTICLE X
AMENDMENTS**

Section 10.01. Amendments. These Articles of Incorporation may be amended by majority vote of the directors as provided in Section 617.1002(1)(b), Florida Statutes, as amended, at a meeting called for such purpose.

**ARTICLE XI
BYLAWS**

Section 11.01. Bylaws. The Board of Directors of this corporation shall provide Bylaws for the conduct of its business, and the carrying out of its purposes. The Bylaws may be amended, altered or rescinded only in the manner outlined in the Bylaws.

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FORT MYERS, FLORIDA

**ARTICLE XII
INCORPORATORS**

Section 12.01. Incorporators. The name and address of the incorporators of this corporation is as follows:

Cynthia C. Simpson
117 Martin Luther King Boulevard
Stuart, Florida 34994

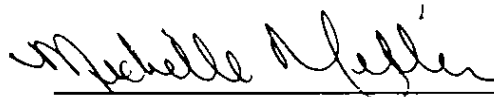
Richard A. Jimison
1938 Laurel Street
Sarasota, Florida 34236-6924

Karen B. Hawes
836 Pondella Road
Suite One
North Fort Myers, Florida 33903

Beth Rydser
435 N. 7th Street
Ft. Pierce, Florida 34950

Royetta Runyon
8620 Galen Wilson Boulevard
Port Richey, Florida 24668-5973

IN WITNESS WHEREOF, the President, this 28th day June, 2023, pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these amended Articles of Incorporation and further certifies that the facts stated herein are true and correct.



Michelle Miller, President
Florida Association of County Human
Services Administrators, Inc.

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ACCEPTANCE BY REGISTERED AGENT

Virginia S. Delegal, Executive Director, Florida Association of Counties, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of the Section 607.0501, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 100 South Monroe Street, Tallahassee, Florida 32301.

VIRGINIA S. DELEGAL

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