

NO20000003592

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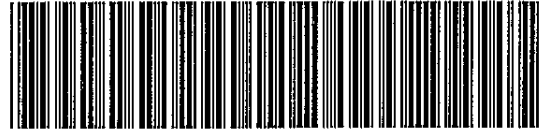
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04 FEB 12 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJR
2/12/04

ACTIVE DISABLED AMERICANS, INC.

**c/o Capt. Michael Nealey
225 Upper Matecumbe Rd.
Key Largo, FL 33037
(305) 451-2102**

February 1, 2004

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

To Whom It May Concern:

I am interested in filing an Amendment to our Articles of Incorporation for the above organization that prepares ADA, Inc. for its application to the IRS for a 501(c)(3) designation this month. The document number for this organization is N02000003592.

Please file the Amendment to ADA, Inc.'s Articles of Incorporation and return a Certified Copy to me at the above address. I have attached an original and two copies to facilitate this process.

A check in the amount of \$43.75 covering fees for filing and a certified copy is enclosed, made payable to the Department of State.

Sincerely,



**Michael Nealey
Registered Agent/Incorporator**

Enclosures 4

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ACTIVE DISABLED AMERICANS, INC.

Doc. # N02000003592 Revised 9/05/03

FILED
FEB 12 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted. (Note: Changes are underlined.)

ARTICLE I NAME AND PRINCIPLE OFFICE Changed to read:

The name of the corporation shall be **Active Disabled Americans, Inc.**

The principle place of business, mailing address, and street address of this corporation shall be **225 Upper Matecumbe Rd., Key Largo, Florida 33037.**

ARTICLE II TERM OF EXISTENCE No changes made in this article.

ARTICLE III PURPOSE Changed to read:

- A) This corporation is a not-for-profit, public benefit corporation organized under Chapter 617, Florida Statutes—the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. It is not organized for the private gain of any person.

This non-profit corporation's purpose is to provide a concrete, working example of how accessible outdoor recreation can be seamlessly blended into local community recreational offerings, serve as an educational resource/referral network on matters related to accessible recreation for individuals with disabilities, their families & friends, and the general public; assist developing/developed recreation facilities with Americans with Disabilities Act compliance issues; and advocate for accessible outdoor recreation for individuals with disabilities. Special attention will be directed toward youth, minority, and low-income populations.

- B) This corporation is organized and operated exclusively for educational and charitable purposes, including, for such purposes, the making of distribution 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. **(Section on Assets of Corporation moved to Article VIII.)**
- C) 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be

carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. **(Section on Dissolution of Corporation moved to Article IX.)**

ARTICLE IV MANNER OF ELECTION Changed to read:

The corporation is governed by a Board of Directors. The manner in which the directors are elected is by ballot at the annual meeting of the corporation. If a vacancy occurs or the board is expanded prior between annual meetings, the vacancy will be filled at a regular Board meeting by ballot. The newly elected Board member will serve out the remainder of the current year for the vacated or newly created position and will need to be reelected at the next annual meeting following the process described in the By-Laws.

ARTICLE V NONSTOCK BASIS No changes made in this article.

ARTICLE VI INITIAL REGISTERED AGENT & STREET ADDRESS Changed to read:

The name and Florida street address of the registered agent of this corporation is Michael Nealey, 225 Upper Matecumbe Rd., Key Largo, FL 33037.

ARTICLE VII INITIAL BOARD OF DIRECTORS/OFFICERS No changes made in this article.

ORIGINAL ARTICLE VIII (INCORPORATOR) Moved to Article X

ARTICLE VIII ASSETS OF THE CORPORATION Moved from Article III to read:

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the purposes set forth in Article III hereof.

ORIGINAL ARTICLE IX (AMENDMENT) Moved to Article XI

ARTICLE IX DISSOLUTION OF CORPORATION Moved from Article III to read:

"Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not so

disposed of shall be disposed of by the Court of Common 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 X INCORPORATOR

Moved from Art.VIII and changed to read:

The name and address of the person (the Incorporator) signing these articles is Michael Nealey, 225 Upper Matecumbe Rd., Key Largo, FL 33037.

ARTICLE XI AMENDMENT OF ARTICLES OF INCORPORATION Moved from Art.IX

These Articles of Incorporation may be amended in the manner provided by law.

Added and reads:

ARTICLE XII: DATE OF ADOPTION OF REVISED ARTICLES OF INCORPORATION

These revised Articles of Incorporation were adopted by the Incorporators/Board of Directors who are listed and have signed below on September 5, 2003. There are no members with voting rights.


Michael Nealey, Chair, Director

September 5, 2003

Date _____

Paula Wolgast Shea
Paula Wolgast Shea, Vice Chair, Director

September 5, 2003

Date _____

Chad O'Neal, Secretary/Treasurer, Director

September 5, 2003

Date _____

(Original Articles of Incorporation dated 5/10/02)
Revised 9/5/03