

700631

Division of Corporations

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GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.

GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC. (the "Corporation"), by these Amended and Restated Articles of Incorporation, amends and restates in the entirety its Articles of Incorporation, which were first filed with the Florida Secretary of State on March 15, 1960, under filing number 700631, as amended thereafter. Pursuant to sec. 617.1007 (4), these Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto. The Corporation has no members and, accordingly, the amendments contained in these Amended and Restated Articles of Incorporation did not require member approval. These Amended and Restated Articles of Incorporation (the "Articles") were adopted and approved at a meeting of the board of directors of the Corporation duly called and held on the 23 day of March, 2012, by a majority vote of the directors of the Corporation then in office.

ARTICLE 1

NAME AND ADDRESS; PURPOSE

The name of the corporation shall be GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC. and the street address of its principal office and its mailing address is 2121 NW 21st Street, Miami, Florida 33142.

The purpose for which the Corporation is organized is to provide employment, training, rehabilitation and opportunities for personal growth for the handicapped, the disabled and the disadvantaged. By the inspiration of religion, through occupational training and useful employment, and by the skillful use of the techniques of rehabilitation, social work and life guidance, the Corporation shall seek to assist the handicapped, the disabled and the disadvantaged to attain the fullest development of which they are capable.

ARTICLE 2

MEMBERS

The Corporation shall have no members.

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ARTICLE 3

TERM

This Corporation shall have perpetual existence.

ARTICLE 4

BOARD OF DIRECTORS

The Corporation shall be managed by the Board of Directors consisting of not less than 15 nor more than 30 members to be elected in accordance with the Corporation's By-laws.

ARTICLE 5

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is:

Dennis Pastrana
2121 NW 21st Street
Miami, Florida 33142

and the name and address of the registered agent of the Corporation are:

Dennis Pastrana
2121 NW 21st Street
Miami, Florida 33142

The Board of Directors of the Corporation shall have the authority to from time to time change the name and/or address of its registered agent and registered office without the need to amend these Articles.

ARTICLE 6

AMENDMENTS

These Articles can be amended and/or restated only by a majority vote of the members of the Board of Directors of the Corporation present at any meeting where a duly constituted quorum of the Directors is present or by action of the Board of Directors, in lieu of a meeting, duly adopted by written consent in accordance with the Bylaws of the Corporation. In the notice of the meeting, the amendments or changes must be circulated in writing to the members at least ten (10) days prior to the date of the meeting.

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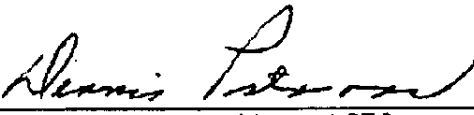
ARTICLE 7

DISSOLUTION OF CORPORATION

In case the work of this Corporation should be abandoned, all title to real and personal property of this Corporation remaining after the debts of this Corporation have been paid shall immediately be vested in the Goodwill Industries International, Inc. for the purpose of re-establishing a Goodwill Industries of similar work in South Florida.

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IN WITNESS WHEREOF, Goodwill has caused these Amended and Restated Articles of Incorporation to be executed by its President, Dennis Pastrana, on this 23 day of March, 2012.

By: 
Dennis Pastrana, President and CEO