

# 700631

Division of Corporations

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### COR AMND/RESTATE/CORRECT OR O/D RESIGN GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.

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SEP 16 2015  
C. CARROTHERS

**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 by the Board of Directors of the Corporation on the 15th day of September, 2016.

**ARTICLE 1**

**NAME AND ADDRESS**

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 21<sup>st</sup> Street, Miami, Florida 33142.

**PURPOSE**

The purpose for which the Corporation is organized is to provide training, rehabilitation employment and opportunities for personal growth for people with disabilities and/or disadvantaging conditions. Inspired by our mission, 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 people with disabilities and/or disadvantaging conditions to attain the fullest development of which they are capable.

**ARTICLE 2**

**MEMBERS**

The Corporation shall have no members.

**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:

David Landsberg  
2121 NW 21<sup>st</sup> Street  
Miami, Florida 33142

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

David Landsberg  
2121 NW 21<sup>st</sup> 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.

IN WITNESS WHEREOF, Goodwill has caused these Amended and Restated Articles of Incorporation to be executed by its Chief Executive Officer, David Landsberg, on this 15 day of September, 2016.

By:   
David Landsberg, CEO