

701635

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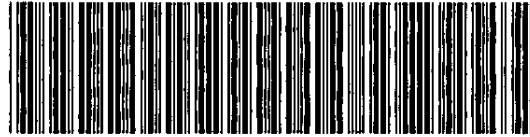
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Restated  
T. LEMIEUX  
MAY 17 2013

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: SENIOR CITIZENS SERVICES, INC.

DOCUMENT NUMBER: 701635

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

Please return all correspondence concerning this matter to the following:

ROBERT WITTENBERG

(Name of Contact Person)

SENIOR CITIZENS SERVICES, INC.

(Firm/ Company)

1204 ROGERS STREET

(Address)

CLEARWATER, FL. 33756

(City/ State and Zip Code)

For further information concerning this matter, please call:

ROBERT WITTENBERG

(Name of Contact Person)

at ( 727 ) 442-8104

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

November 13, 2012

**RESTATED ARTICLES OF INCORPORATION\***

**SENIOR CITIZENS SERVICES, INC.**

**PREAMBLE**

The undersigned do hereby associate ourselves together for the purpose of amending and restating the Articles of Incorporation of Senior Citizens Services, Inc., a Florida corporation not for profit, under the general laws of the State of Florida for the incorporation of organizations; and to that end do hereby adopt and declare the following as the Restated Articles Of Incorporation.

\* The adoption of these Restated Articles of Incorporation shall automatically supercede all whole and/or partial predecessor editions of such Articles of Incorporation, including the Restated Articles of Incorporation adopted on February 22, 2005.

**ARTICLE I - NAME AND ADDRESS**

The name of the corporation, hereinafter called the "Corporation," shall be Senior Citizens Services, Inc. Its principal place of business at date of adoption, February 22, 2005, of the RESTATED ARTICLES OF INCORPORATION, SENIOR CITIZENS SERVICES, INC. was 940 Court Street, Clearwater, Florida 33756; the principal place of business at date of adoption of this RESTATED ARTICLES OF INCORPORATION, SENIOR CITIZENS SERVICES, INC. is 1204 Rogers Street, Clearwater, Florida 33756.

**ARTICLE II - TERM**

The term for which the Corporation is to exist shall be perpetual or until such time as said Corporation shall have been dissolved by law in accordance within Article XV - Dissolution.

### **ARTICLE III - PURPOSE**

The purpose of this Corporation shall be exclusively charitable and directed toward giving help and guidance to those citizens residing in the Tampa Bay Area who are fifty-five (55) years of age or older. The Corporation is irrevocably dedicated to and operated exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

### **ARTICLE IV – TENSE, GENDER AND NUMBER**

Words herein stated in the present tense include the future; words herein stated in the masculine gender include the feminine and the feminine, the masculine; the singular herein includes the plural and the plural, the singular.

### **ARTICLE V - POWERS OF CORPORATION**

This Corporation shall have all of the corporate powers enumerated in Chapter 617 of the Florida Statutes, the same may be amended from time to time, inclusive of, but not limited to the following powers; however, none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose for which the Corporation has been formed, or authorize any action by the Corporation which would cause the loss of a federal tax-exempt status, to wit:

- (a) To receive any real, personal, tangible, intangible, or mixed property and to receive and maintain any funds and to apply the principal and income thereof and any other property or funds of the Corporation for the charitable, tax-exempt purposes herein set forth; the same to be used for said purposes within

the Tampa Bay Area, as will in the absolute discretion of the Board of Directors of the Corporation, most effectively meet the purpose herein described;

- (b) To receive, take and hold by bequest, devise, gift, purchase, lease or otherwise; and also to own, hold, construct, improve, lease, sell, convey or otherwise acquire or dispose of any real, personal, tangible, intangible, or mixed property wherever located;
- (c) To receive, take, hold, purchase and sell stocks, bonds and any type of securities; and to make any and all types of investments as may to the Board of Directors seem proper in order to accomplish/further the charitable, tax-exempt purposes of the Corporation;
- (d) To use and apply the property and funds of the Corporation exclusively for such purposes as defined in Article III herein;
- (e) To do any and all things necessary for the accomplishment of the charitable, tax-exempt purposes of the Corporation.

#### **ARTICLE VI - RESTRICTIONS**

The activities of this Corporation shall not be for the carrying on of propaganda, or otherwise attempting to influence legislation which is not pertinent to the purpose of this Corporation.

The Corporation shall be of a non-partisan and non-sectarian nature.

No real property held by the Corporation shall be encumbered or sold except with the approval of two-thirds (2/3) of the entire Board of Directors; any conveyance or encumbrance of any or all of the corporate property shall be made with the authorization of the Board of

Directors, who shall designate and authorize an officer of the Corporation to execute and deliver any and all instruments of conveyance or encumbrance and that such instruments shall bear the seal of the Corporation attested by the Secretary of the Corporation.

The highest amount of indebtedness or liability that the Board of Directors is authorized to incur on behalf of the Corporation at any time, shall never be greater than two-thirds (2/3) of the current book value of the assets of the Corporation, as determined by the Corporation's independent auditor by written statement dated within thirty (30) days prior to the execution of any corporate obligation.

#### **ARTICLE VII - MEMBERS, VOTING, ANNUAL MEETING**

The membership of the Corporation shall consist of those persons who are duly elected to the Corporation's Board of Directors and any others who are designated by the Board of Directors as defined in the By-Laws.

The members of the Corporation shall be entitled to vote at any convened meeting of the Corporation.

The Annual Meeting of the Membership shall be held in February of each year; the time, date, place and notice of such meeting to be fixed and given in such manner as the Board of Directors may designate; provided that such notice of said Annual Meeting be issued, as defined in the By-Laws, to all members of the Corporation at least thirty (30) calendar days prior to the meeting.

### **ARTICLE VIII - BOARD OF DIRECTORS**

The responsibility for conducting the business of the Corporation shall be vested in the Board of Directors, which shall consist of not less than seven (7) nor more than fifteen (15) members. All members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the Corporation; initially, for staggered terms of office of one, two or three years; and for three (3) year terms thereafter. They shall hold office until their respective successors are duly elected. No director shall be a paid employee of the Corporation.

### **ARTICLE IX – OFFICERS**

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer; who shall be elected annually by the Board of Directors from among their members, at a meeting to be convened immediately following the adjournment of the Annual Meeting; the By-Laws of the Corporation shall designate their term of office.

### **ARTICLE X**

#### **NAMES OF SUBSCRIBERS TO THESE RESTATED ARTICLES OF INCORPORATION**

The names and addresses of the subscribers to these Restated Articles of Incorporation are:

<b><u>OFFICER</u></b>	<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
President	GLORIA BURTON	1204 Rogers Street, Clearwater, FL.
Secretary	J.B. JOHNSON	1204 Rogers Street, Clearwater, FL.

#### **ARTICLE XI - REGISTERED AGENT**

The registered agent of the Corporation shall be an attorney named by the Board of Directors.

#### **ARTICLE XII - BY-LAWS**

The By-Laws of the Corporation may be adopted and amended by the Board of Directors, under the conditions set forth in the By-Laws of the Corporation, by a majority vote of the entire Board of Directors.

#### **ARTICLE XIII – AMENDMENTS TO THE**

#### **ARTICLES OF INCORPORATION**

These Restated Articles of Incorporation may be amended by a two-thirds (2/3) affirmative vote of the entire Board of Directors at any regular or special meeting called for such purpose, provided written notice of the proposed amendment(s) shall have been given to every member of the Board of Directors at least two (2) weeks prior to such meeting.

#### **ARTICLE XIV- INDEMNIFICATION**

Each director, officer, committee member or employee of the Corporation now and hereafter in office or employment, including his heirs and personal representatives, shall be indemnified by the Corporation against all liabilities, costs and expenses, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any action, suit, proceeding, or claim to which he may be made a party or in which he may be or become



involved by reason of his acts of omission or commission or alleged acts or omissions as a director, officer, committee member or employee subject to the provisions hereof, whether or not he continues to be a director, officer, committee member or employee at the time of incurring such liabilities, costs or expenses; provided that such indemnification shall not apply to liabilities, costs or expenses incurred with respect to any matter in which such director, officer, committee member or employee shall be finally adjudged in such action, suit or proceeding to have been guilty of willful misfeasance or malfeasance in the performance of his duty as a director, officer, committee member or employee; and further provided that the indemnification provided herein shall include reimbursement of any amounts paid and expenses reasonably incurred in settling any action, suit, proceeding or claim when, in the judgment of the Board of Directors of the Corporation, such settlement and reimbursement appear to be in the best interests of the Corporation. Indemnification pursuant to this Article shall be reduced by the amount of any other indemnification or reimbursement of such director, officer, committee member or employee for the liabilities, costs and expenses for which indemnification is claimed. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such director, officer, committee member or employee may be entitled under any statute, by-law, agreement, or otherwise. Expenses incurred with respect to any action, claim, suit or other proceeding of the character described in this Article may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article.

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## **ARTICLE XV - DISSOLUTION**

Dissolution of this Corporation may be effected at any time in the manner provided by Florida law provided all debts of the Corporation are paid. In the event of dissolution or other liquidation of the assets of the Corporation, its assets shall be distributed to any of the following, provided any distribution shall be used for purposes similar to those of the Corporation:

- \* To non-profit and charitable corporations or institutions, which are charitable, tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or as amended; and/or
- \* To any municipality within Pinellas County; and/or
- \* To the County of Pinellas, Pinellas County, Florida.

Such distribution to be designated with the approval of two-thirds (2/3) of the entire Board of Directors, at a duly convened meeting of the Board, provided written notice of said meeting shall have been delivered by certified first class mail, return receipt requested, and received by the members of the Board of Directors at least two (2) weeks prior to such meeting.

## **ARTICLE XVI- CORPORATE SEAL**

The corporate seal of the Corporation shall bear the words: "Senior Citizens Services, Inc." and a "Corporation Not for Profit."

IN WITNESS WHEREOF, the undersigned have executed these Restated Articles of Incorporation this 13<sup>th</sup> day of November, 2012.

Gloria Burton Feb 26, 2013 (Date)

GLORIA BURTON

President, Senior Citizens Services, Inc.

J.B. Johnson \_\_\_\_\_ (Date)

J.B. JOHNSON

Secretary, Senior Citizens Services, Inc.

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements in the County and State aforesaid, personally appeared **Gloria Burton** and **J. B. Johnson**, to me known to be the persons described in and who executed the foregoing Restated Articles of Incorporation, and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this day of November, 2012.



My Commission Expires

Sheila Stein

Notary Public

## CERTIFICATE

The undersigned, GLORIA BURTON, as President and Chairman of the Board of Directors of Senior Citizens Services, Inc., hereby certifies that at a Special Meeting of the Board of Directors, after proper written notice, on November 13, 2012, the Board of Directors unanimously adopted the Restated Articles Of Incorporation set forth above. Under the then existing Articles of Reincorporation dated November 6, 1960 and subsequently amended on February 22, 1971, Article X, amendment of the Articles of Reincorporation required the affirmative vote of two thirds (2/3) of all members of the Board of Directors. Neither the original Articles of Reincorporation nor the amendment requires the approval or vote of the members of Senior Citizens Services, Inc.

Gloria Burton Feb 24, 2013 (Date)

GLORIA BURTON

President, Senior Citizens Services, Inc.