702764

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TALLAHASSEE, FLORIDA

Amend Restated
Name Chg
@ 12/1/05

Swann & Hadley, P.A.
Attorneys and Counselors at Law

Pervie P. Swann (1895-1984)

L. Pharr Abner
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Karen M. Brown
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Richard R. Swann

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Fax (407) 647-2157

November 28, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: Central Florida Safety Council, Document # 702764
Florida Safety Council, Document #01000001411
Our File No. 16151

Gentlemen:

Enclosed you will find the following documents for filing with the Division of Corporation Records:

1. Articles of Dissolution for the Florida Safety Council, Inc.
2. Name Release Affidavit.
3. Amended and Restated Articles of Incorporation for Central Florida Safety Council, Inc.

Also enclosed you will find our firm check in the amount of $78.75 to file the Articles of Dissolution and the Amended and Restate Articles of Incorporation and to provide a certified copy of the Amended and Restate Articles of Incorporation.

Very Truly Yours,

Richard A. Leigh

Richard A. Leigh
RAL/jas

Signed in his absence
to avoid delay in mailing.

Enclosures

NAME RELEASE AFFIDAVIT

From: Melvin Williams

To: Florida Division of Corporations

Subject: Name Release and Change

Please release the name of "Florida Safety Council, Inc." document # N01000001411 to "Central Florida Safety Council, Inc"., document # 702764, as "Florida Safety Council, Inc" is being dissolved and "Central Florida Safety Council, Inc" is changing its name to "Florida Safety Council, Inc."

Melvin Williams

Melvin Williams
President
Florida Safety Council, Inc.

State of Florida
County of

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Melvin Williams, President of the Central Florida Safety Council, Inc., personally known to me or who has produced personally known to me as identification, and acknowledged that he is the person who signed the foregoing Name Release Affidavit.

In Witness Whereof, I have hereunto set my hand and affixed my official seal this 1 day of November, 2005

Penny L Aiken
My Commission DD369656
Expires November 07, 2008

Notary Public Penny S. Aiken
My Commission Expires: November 7, 2008

AMENDED & RESTATED

FILED
05 NOV 30 AM 10: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA SAFETY COUNCIL

ARTICLE I. NAME

The name of this corporation is changed to: **FLORIDA SAFETY COUNCIL, Inc.** (the "**Corporation**").

ARTICLE II. PURPOSE

The general nature of the objectives and purposes of this Corporation shall be:

A. To promote safety in all fields of activity, including traffic, occupational, home, school and general public safety;

B. To aid the public authorities in the prevention of accidents on the streets and highways and in other public places, and to cooperate with all other organizations and agencies in the development of a comprehensive safety program for the area served by the Council:

C. To conduct a vigorous program of public education designed to focus attention upon the causes of accidents and to inform the public on how to avoid accidents:

D. To make available educational and specialized services designed to assist public and private agencies, other organizations and the general public in establishing or maintaining adequate safety programs and other services within their own spheres of activity.

E. This Corporation shall not be operated for the pecuniary or business profit of its members, directors, officers or any other individuals connected with this Corporation.

F. Making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the U. S. Internal Revenue Code of 1986 as amended (hereinafter "**Code**").

G. To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, for said charitable and educational purpose as the board of directors in their discretion may determine.

H. To borrow money and to issue evidence in the furtherance of any and all of the objects of its non-profit purposes, and to secure loans by mortgage, pledge, deed of trust or other lien.

I. To engage in any kind of activity and to enter into, perform and any carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation.

J. The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III. MEMBERS

The Corporation shall have no voting members. All previous voting memberships granted by the Corporation shall become non-voting members.

ARTICLE IV. TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The board of directors shall manage the business affairs of this Corporation. This Corporation shall have such number of directors as provided for in the Corporation's Bylaws, but in no case shall the Corporation have less than three (3) directors.

Section 2. Members of the board of directors shall be elected and hold office in accordance with the Bylaws of the Corporation.

ARTICLE VI. BYLAWS

Section 1. The board of directors of this Corporation shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded in accordance with the provisions set forth in the Bylaws.

ARTICLE VII. AMENDMENTS TO ARTICLES OF INCORPORATION

Articles of Incorporation may be amended at any regular meeting or special meeting of the board of directors called for that purpose by two-thirds ($^2/_3$) of vote of all the directors eligible to vote.

ARTICLE VIII. LOCATION AND PRINCIPAL OFFICE

The location of this Corporation shall be in Orange County, Florida and the initial principal office address shall be 427 North Primrose Drive, Orlando, Florida 32803.

ARTICLE IX. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or private individuals, but 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 II hereof. It is intended that this Corporation shall have and continue to have the status of a Corporation, which is exempt from federal taxation under Section 501(a) of the Code, and as an organization described in Section 501(c)(3) hereof. These Articles of Incorporation shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Notwithstanding anything to the contrary hereinbefore contained, the Corporation shall make distributions for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code; and the Corporation shall not engage in any act of self-dealing (as defined in Section 4941[d] of said Code), retain any excess business holdings (as defined in Section 4943[c] of said Code), make any Investments in such manner as to subject the Corporation to tax under Section 4944 of said Code, or make any taxable expenditures (as defined in Section 4045[d] of said Code).

Section 3. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational or scientific purposes to such 'qualified' organization or organizations as the board of directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article IX only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Sections 170(c)(2)(B) and 501(c)(3) of the Code.

Section 4. The following actions shall require a vote of such number of directors as is specified in the Bylaws:

(A) Liquidation or dissolution of the Corporation;

(B) Merger, consolidation or transfer of substantially all the assets of the Corporation; and

(C) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or adoption of new Articles of Incorporation.

Section 5. Any reference in these Articles of Incorporation to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue Law.

ARTICLE X. RESIDENT AGENT

The resident Agent of this Corporation initially, and his address is as follows: Richard A. Leigh, 1031 W. Morse Blvd., Suite 350, Winter Park, Florida 32789.

DATED: September 20, 2005.

EILEEN R. HALL
Notary Public, State of Florida
My comm. exp. May 18, 2006
Comm. No. DD 107095

David Shaw
Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, authorized to make acknowledgments In the State and County set forth above, personally appeared **David Shaw**, known to me and known by me to be the person who executed the foregoing Amended & Restated Articles of Incorporation, and he acknowledges before me that he has executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of Sept, 2005.

Eileen R. Hall
NOTARY PUBLIC SIGNATURE

Eileen R. HALL
NOTARY PUBLIC TYPED/PRINTED NAME
My commission expires:

EILEEN R. HALL
Notary Public, State of Florida
My comm. exp. May 18, 2006
Comm. No. DD 107095

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, having been named to accept service of process for FLORIDA SAFETY COUNCIL, INC., at the place designated in the Amended & Restated Articles of Incorporation of said Corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Richard A. Leigh
Resident Agent