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GOODWILL INDUSTRIES OF CENTRAL FLORIDA, INC.

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Page Count	05
Estimated Charge	\$43.75

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*Amend + Re-state  
6-26-07  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF GOODWILL INDUSTRIES OF CENTRAL FLORIDA, INC.**

FILED  
07 JUN 26 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be Goodwill Industries of Central Florida, Inc.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office, and the mailing address, of the corporation is 7531 S. Orange Blossom Trail, Orlando, Florida 32809.

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The corporation is organized exclusively for religious, charitable and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the corporation shall be to provide rehabilitation services, training, employment, and opportunities for personal growth as an interim step in the rehabilitation process for the handicapped, disabled and disadvantaged who cannot be readily absorbed in the competitive labor market or during such time as employment opportunities for them in the competitive labor market do not exist. By the inspiration of religion through the skillful use of recognized techniques of rehabilitation, social work, life guidance, evaluation, training and

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useful employment, the corporation shall seek to assist the handicapped, the disabled, and the disadvantaged to attain the fullest development of which they are capable. The selling of articles reconditioned, assembled, or made by such persons as a part of their vocational rehabilitation shall be a necessary part of the religious, social and educational service program of this corporation.

B. The corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

(1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members (if any), directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a

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corporation exempt from federal income tax under Section 501(c)(3) of the Code, or  
(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(4) If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(a) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(b) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

D. This corporation is an affiliate of Goodwill Industries International, Inc.

#### ARTICLE IV - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the corporation's Board of Directors. The number of directors shall be as set forth in the Bylaws, and shall at all times consist of at least three (3) persons. The Board of Directors of this corporation shall be elected as provided in the corporation's Bylaws.

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ARTICLE V - AMENDMENT TO ARTICLES OF INCORPORATION  
OR BYLAWS

The Articles of Incorporation or Bylaws of the corporation may be amended or repealed by the Board of Directors. Any such amendment or repeal of the Articles of Incorporation or Bylaws shall require a two-thirds (2/3) vote of the full membership of the Board of Directors. Notice of any proposed changes to the Articles of Incorporation or Bylaws must be given to each member of the Board of Directors at least seven (7) days prior to the meeting at which it is proposed to amend or repeal the Articles of Incorporation or Bylaws.

ARTICLE VI - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 21<sup>st</sup> day of June, 2007.

GOODWILL INDUSTRIES OF CENTRAL  
FLORIDA, INC.

By: Richard L. Coleman  
Richard L. Coleman, President

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**OFFICER'S CERTIFICATE TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GOODWILL INDUSTRIES OF CENTRAL FLORIDA, INC.**

I, Richard L. Coleman, being the duly elected, qualified and acting President of Goodwill Industries of Central Florida, Inc., a Florida not for profit corporation, hereby certify that there are no members entitled to vote on the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate, and that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate were duly adopted and approved by all of the members of the Board of Directors of the corporation on April 25, 2007, in compliance with Section 617.1007 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 21<sup>st</sup> day of June, 2007.

GOODWILL INDUSTRIES OF CENTRAL  
FLORIDA, INC.

By: Richard L. Coleman  
Richard L. Coleman, President