

708828

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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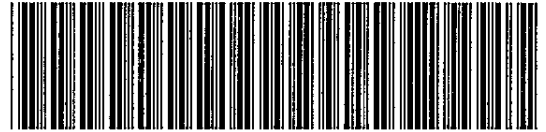
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04 AUG 19 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended & Restated Art.*

*JB  
8/25*



**Association for Retarded Citizens, South Florida**

5555 Biscayne Boulevard • P.O. Box 371333 • Miami, Florida 33137-1333 • Tel. (305) 759-8500 • Fax (305) 754-9223 • www.arcsofla.org

August 16, 2004

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Document Number 708828  
Association for Retarded Citizens, South Florida

Dear Sirs:

Enclosed please find the following information with reference to the above captioned:

- Your "cover letter"
- Your "Articles of Amendment" change form
- Signature Page
- Copy of agency current Article of Incorporation
- Copy of current By-Laws for agency *Returned*
- Check # 15131 representing payment for the necessary filing fee as well as a certified copy of changes

Should you require any additional information, please feel free to contact me at the number listed on this letterhead.

Sincerely,

Tonia Parra  
Office Manager

/me

Enclosures: as listed



A United Way supported agency.

Member of Association for Retarded Citizens, Florida and The Arc.



**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Association for Retarded  
Citizens, South Florida  
DOCUMENT NUMBER: 708828

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

Please return all correspondence concerning this matter to the following:

Tonja Parra  
(Name of Contact Person)

Association for Retarded Citizens,  
(Firm/ Company)  
South Florida  
5555 Biscayne Blvd.  
(Address)

Miami, FL 33137  
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Tonja Parra at ( 305 ) 759-8500 Ext 101  
(Name of Contact Person) (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  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
04 AUG 19 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

The Association for Retarded Citizens,  
(Name of corporation as currently filed with the Florida Dept. of State)  
South Florida, Inc.

708828

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

N/A

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II - Rewording - Same basic mission  
Article III - addition - "No actions... written consen  
Article VI - Amended - # of officers & classes  
Change in term structure

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: April 20, 2004

Effective date if applicable: August 15, 2004  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 4th day of August, 2004.

Signature Michael E. Messer

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Michael E. Messer  
(Typed or printed name of person signing)

Executive Director  
(Title of person signing)

**FILING FEE: \$35**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE ASSOCIATION FOR RETARDED CITIZENS,  
SOUTH FLORIDA, INC.**

**ARTICLE I – NAME**

The name of this Corporation is The Association for Retarded Citizens, South Florida, Inc.

**ARTICLE II – PURPOSES**

The principal purposes of this Corporation are to serve as an advocate on behalf of, and to provide services to, individuals with mental retardation and related disabilities. In furtherance of its principal purposes, this Corporation shall have the power, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities; provided, however, that this Corporation is not organized for profit, and no part of the income or profits of this Corporation shall be distributable to its Members, Directors or Officers.

**ARTICLE III – MEMBERSHIP**

The Membership of this Corporation shall be constituted of all persons whose enrollment is current at the relevant time of determination. The By-Laws of this Corporation shall set forth the method of enrollment as a Member and the method of determining whether such enrollment is current. No actions may be taken by Members by written consent.

**ARTICLE IV – TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE V – OFFICERS**

The Officers of this Corporation shall be as set forth in the By-Laws.

#### **ARTICLE VI – DIRECTORS**

The number of Directors constituting the Board of Directors of this Corporation shall be as set forth in the By-Laws but shall not be less than five. Directors shall be elected or appointed as set forth in the By-Laws. All Directors shall have equal standing and have equal voting powers. All Directors must be natural persons who are 18 years of age or older. The Board of Directors shall have the power to form one or more Committees of the Board and to delegate such of the Board's duties and powers to such Committee or Committees as shall be determined by the Board. Any such Committee shall consist solely of members of the Board.

#### **ARTICLE VII – BY-LAWS**

The By-Laws of this Corporation may contain any provisions for the regulation and management of the affairs of this Corporation that are not inconsistent with law or this Corporation's Articles of Incorporation. The Board of Directors of this Corporation shall have the power to adopt, amend or repeal the By-Laws by resolution adopted by the affirmative vote of a majority of the entire Board of Directors. The Members may adopt, amend or repeal the By-Laws only by the affirmative vote at a meeting of Members by not less than two-thirds of all Member votes entitled to be cast at such meeting.

#### **ARTICLE VIII – DISSOLUTION**

In the event of the dissolution of this Corporation, the residual assets of this Corporation will be distributed exclusively for the purposes set forth in Article II of these Articles of Incorporation and in accordance with the requirements of Section 501(c) of the United States Internal Revenue Code and its regulations.

#### **ARTICLE IV – FURTHER AMENDMENTS TO ARTICLES OF INCORPORATION**

Any amendment to the name of this Corporation as set forth in Article I of these Articles of Incorporation or to the principal office of this Corporation as set forth in Article XI of these Articles of Incorporation shall require a resolution adopted by the affirmative vote of a majority of the entire Board of Directors and the affirmative vote at a meeting of Members by a majority of all Member votes cast at such meeting. Any other amendment to these Articles of Incorporation and any action to dissolve this Corporation shall require a resolution adopted by the affirmative vote of a majority of the entire Board of Directors and the affirmative vote at a meeting of Members

by not less than two-thirds of all Member votes entitled to be cast at such meeting.

**ARTICLE X – INDEMNIFICATION**

This Corporation shall indemnify each of the Directors to the full extent permitted by law.

**ARTICLE XI – LOCATION**

The principal office of this Corporation is located at 5555 Biscayne Boulevard, Miami, Florida 33137.