

709028

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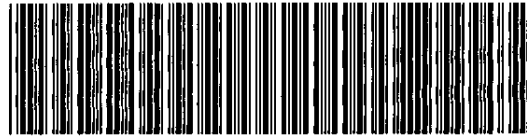
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amend/cc
@ 9/27/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Arc Jacksonville, Inc

DOCUMENT NUMBER: 709028

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

Please return all correspondence concerning this matter to the following:

Scott Holt

(Name of Contact Person)

The Arc Jacksonville Inc

(Firm/ Company)

1050 N Davis Street

(Address)

Jacksonville, FL 32209

(City/ State and Zip Code)

sholt@arcjacksonville.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☐ \$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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Articles of Amendment
to
Articles of Incorporation
of

The Arc Jacksonville Inc

(Name of Corporation as currently filed with the Florida Dept. of State)

709028

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

Page 2 of 3

Amendment
to
ARTICLES OF INCORPORATION
of

The Arc Jacksonville, Inc.

(a Florida Not for Profit Corporation)

ARTICLE I - NAME

The name of this corporation shall be The Arc Jacksonville, Inc. (hereinafter referred to as Corporation) and it shall maintain its principle office in Duval County, Florida.

ARTICLE II - OBJECT AND PURPOSES

- A. To promote opportunities for all people with intellectual and developmental disabilities to choose and realize their personal goals with regard to housing, education, employment, and leisure activities.
- B. To provide supports and services in furtherance of the goal in paragraph A. above.
- C. To reduce the incidence and limit the consequences of intellectual and developmental disabilities through education, research, advocacy and the support of families, friends and community.
- D. To advise and aid families, to coordinate their resources and activities and to help the public develop a better understanding of the challenges of intellectual and developmental disabilities.
- E. To develop residential options for people with intellectual and developmental disabilities which are affordable, safe and maximize individual choice.
- F. To solicit and receive funds for the accomplishment of the above purposes.
- G. To promote and encourage best practices in the field of services and supports to the Corporation's constituency.
- H. To promote and support the professionals and others who serve our constituency and who promote and support the core values of the Corporation.
- I. To seek collaborations to further the objectives delineated in paragraph A. above.

ARTICLE III - MEMBERSHIP

Membership shall be regulated by the Bylaws of the Corporation.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - AREA OF ACTIVITY

The area in which the Corporation intends to serve includes Northeast Florida.

ARTICLE VI - OFFICERS

The officers of the Corporation shall be directors of the board and shall consist of a chairperson, a vice chairperson, a secretary, and a treasurer. No employee or family member of an employee shall serve as a director of the board; with the exception of a self-advocate who is a family member to paid staff.

ARTICLE VII - GOVERNING BODY

The Board of Directors shall be the governing body for the Corporation and shall be elected in such numbers and manner as set forth in the Bylaws of the Corporation, except as otherwise provided for in these Articles.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation must be proposed in writing to the Executive Committee of the Board of Directors, by an Officer or director of the Board.

Amendments to the Articles of Incorporation must be approved by an affirmative vote by two-thirds of the directors of the board at a regular meeting or special meeting, provided that the board shall have received 30 days written notice of the meeting and such notice shall include a copy of the proposed Articles of Incorporation.

ARTICLE IX - AMENDMENTS TO BYLAWS

Amendments to the Bylaws must be proposed in writing to the Executive Committee of the Board of Directors, by an Officer or director of the Board.

Amendments to the Bylaws must be approved by an affirmative vote by two-thirds of the directors of the board at a regular meeting or special meeting, provided that the board shall have received 30 days written notice of the meeting and such notice shall include a copy of the proposed Bylaws.

ARTICLE X - DISSOLUTION

In the event the Corporation should be dissolved and the work abandoned, all title to any real or personal property then owned by the Corporation that remains after its debts and other liabilities have been satisfied, shall be transferred to other local organizations that are qualified under Section 501(c)(3) of the Internal Revenue Code and serve the same populations as the Corporation.

ARTICLE XI - MEETING OF THE DIRECTORS

Regular meetings of the directors shall be held with the time and date set by the Board of Directors and as outlined in the Bylaws with proper notice.

ARTICLE XII - ELECTION OF OFFICERS

All officers shall be elected at the annual meeting of the Corporation, which shall be held in November/December of each year, and all officers shall hold office for the period of time as provided for by the Bylaws of the Corporation.

The officers of the Corporation shall be elected by the Board of Directors from a slate proposed by the board's Governance Committee. No person shall hold more than one office at the same time except for the offices of secretary and treasurer.

ARTICLE XIII - TERMS OF OFFICE

The officers of the Corporation shall serve terms as provided for by the Bylaws of the Corporation.

The directors of the Corporation shall serve terms as provided for by the Bylaws of the Corporation.

ARTICLE XIV - VOTING BY DIRECTORS

Except as otherwise provided in these Articles of Incorporation, Bylaws, or by law, actions of the board of directors shall be by majority vote of those present at a meeting at which a quorum exists, except that the approval of two-thirds of the board of directors shall be required for the following; (i) selling any of the assets of the Corporation other than in the ordinary course of business, or selling substantially all the assets of the Corporation; (ii) creating any mortgage, pledge or security interest in any of the Corporation's assets; or (iii) revising the Corporation's Articles of Incorporation or Bylaws.

ARTICLE XV - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, officer, director, member of a sub-committee, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the board of directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE XVI - LIMITATIONS

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal

Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). The Corporation is prohibited from supporting partisan organizations, politicians or candidates for political office through public or Human Services Council Funds.

ARTICLE XVII - REGISTERED AGENT AND OFFICE

The principal office of the Corporation at the time of this restatement is located in Duval County, Florida. The address of the Corporation's registered office at the time of this restatement shall be 1050 North Davis Street, Jacksonville, Florida 32209 and the name of its registered agent is James Whittaker.

I, the undersigned, being the Chairperson of the Board of Directors of this Corporation, for the purpose of amending and restating the Articles of this not for profit corporation under the laws of the State of Florida, have executed these amended and restated Articles of Incorporation this 22 day of September, 2011.

Deborah Johnson
Printed

Deborah A. Johnson
Signature

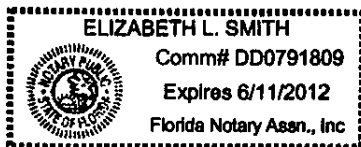
Chairperson
Title

STATE OF FLORIDA

COUNTY OF DUVAL

The forgoing instrument was acknowledged before me this 22nd day of September, 2011, by Deborah A. Johnson, as

Chairperson of The Arc Jacksonville, Inc., a Florida not for profit corporation, on behalf of the Corporation, who is personally known to me.



Notary Public Elizabeth L. Smith

Printed Name: Elizabeth L. Smith

Commission No: DD0791809

My Commission Expires: 06/11/2012

The date of each amendment(s) adoption: _____

September 22, 2011
(date of adoption is required)

Effective date if applicable: _____

(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(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 9-23-11

Signature _____

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

Jim Whittaker

(Typed or printed name of person signing)

Executive Director

(Title of person signing)