

710221

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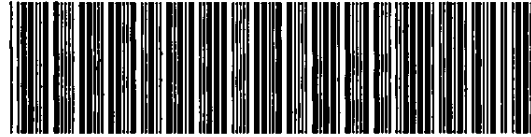
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DIVISION OF CORPORATIONS
12 DEC -5 PM 3:40

Amended/Restated
C/S
@ 12/26/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Arc of Alachua County, Inc.

DOCUMENT NUMBER: 710221

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

Please return all correspondence concerning this matter to the following:

Debbie VanSlooten

(Name of Contact Person)

The Arc of Alachua County, Inc.

(Firm/ Company)

3303 NW 83rd St

(Address)

Gainesville, FL 32606

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Debbie VanSlooten

(Name of Contact Person)

at (352) 334-4060 x114

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**The Arc of Alachua County, Inc.
(a Florida Not for Profit Corporation)**

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WHEREAS, it is deemed to be desirable and in the best interests of this corporation that its Articles of Incorporation be amended in part and restated; and

WHEREAS, these amended and restated Articles, as well as the amendments contained therein, have been duly adopted by the Board of Directors on October 2, 2012 and does not contain any amendments requiring member approval, and there is no discrepancy between the restated Articles and the original Articles and earlier amendments thereto, other than the amendments adopted herein and the omission of matters of historical interest; now, therefore, be it:

RESOLVED, that the entire Articles of Incorporation and all amendments adopted there to, be amended, restated and integrated into a single document as follows:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC -5 PM 3:40

**AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION**

OF

**The Arc of Alachua County, Inc.
(a Florida Not for Profit Corporation)**

ARTICLE I - NAME

The name of this corporation shall be The Arc of Alachua County, Inc. and it shall maintain its principle office in Alachua County, Florida.

The term developmentally disabled as used herein shall include all persons with intellectual and other developmental disabilities or at risk of developmental delay.

ARTICLE II - OBJECT AND PURPOSE

- A. To promote for all people with intellectual and other developmental disabilities the opportunity to choose and realize their goals of where and how they learn, live, work and access 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 other developmental disabilities through education, awareness, 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 other developmental disabilities.

E. To solicit and receive funds for the accomplishment of the above purposes.

ARTICLE III - MEMBERSHIP

Membership shall be regulated by the Bylaws of the Association.

ARTICLE IV - TERM OF EXISTENCE

This Association shall have perpetual existence.

ARTICLE V - OFFICERS

The Officers of the Association shall consist of the following: President, Vice President(s), Secretary, Treasurer, Immediate Past President, and such other Officers as may from time to time be elected. In addition, the Executive Committee shall consist of all Officers. No employee of the Association may serve as an Officer or Director of the Association unless that employee is also a consumer of The Arc of Alachua County, Inc.'s services and supports.

ARTICLE VI - GOVERNING BODY

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

ARTICLE VII - AMENDMENTS TO ARTICLES OF INCORPORATION

Section 1

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

Section 2

At its next regular meeting or at a special meeting called for that purpose, the Board of Directors shall review the proposed amendment and by resolution shall approve its adoption, rejection or alteration.

ARTICLE VIII - AMENDMENTS TO BYLAWS

Section 1

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

Section 2

At its next regular meeting or at a special meeting called for that purpose, the Board of Directors shall review the proposed amendment and by resolution shall approve its adoption, rejection or alteration.

ARTICLE IX - DISSOLUTION

In the event of the dissolution of this Association, or in the event it shall cease to exist for the stated purposes, all the property and assets shall be distributed to an organization or agency serving intellectual and other developmental disabilities which has been granted exemption from the Federal Income Tax under the provision of Section 501(c)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law, or to a local, state, or Federal government for exclusively public purposes.

ARTICLE X - MEETINGS FOR MEMBERSHIP

Regular meetings of the membership shall be held with the time and date to be set by the Board of Directors. Members shall be notified in advance of all meetings.

ARTICLE XI - ELECTIONS OF OFFICERS AND DIRECTORS

Section 1

There shall be a Nominating Committee composed of three (3) members of the Board of Directors, plus the Immediate Past President of the Board, who shall serve as chairperson for the Nominating Committee.

Section 2

The Nominating Committee shall prepare a slate of candidates for election as Officers and Directors and shall secure the consent of its nominees to serve if elected. It shall report its nominations to all Directors at least three (3) weeks before the meeting at which the elections are held.

Section 3

Officers and Directors shall be elected by the Board of Directors in May of each year and shall take office on July 1, following their election, or immediately upon election if the meeting at which they are elected occurs after July 1. All terms of Officers shall end the following June 30. Officers and Directors must be members of the Association.

Section 4

Nominations by Directors shall be permitted from the floor. In the case of President, any nominee from the floor must have been a member of The Arc of Alachua County, Inc. Executive Committee within the last two (2) years.

ARTICLE XII - TERMS OF OFFICE

Section 1

The Officers of the Association shall serve for such terms as the Bylaws shall provide.

Section 2

The Directors shall serve for such term as the Bylaws shall provide.

Section 3

No persons may be elected to the same position for more than three (3) consecutive terms unless a majority of the Board of Directors should vote to extend the term of office on an annual basis.

Section 4

Any vacancy occurring in the Board of Directors, Executive Committee, or Officers, shall be filled by vote of the Board of Directors. Such vote can be by mail upon approval of the Executive Committee.

ARTICLE XIII - VOTING BY DIRECTORS

Section 1

If a quorum, as the Bylaws provide, of the Board of Directors is present when a vote is

taken on any matter, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors.

Section 2

An affirmative vote of two-thirds (2/3) of the entire Board of Directors, whether in person or by telephone call in at the time of the discussion and vote, shall be required to approve these following actions:

- A. The sale or mortgaging of any real property;
- B. The sale of all or substantially all of the assets of the corporation;
- C. The approval of a management contract or its equivalent wherein all or a substantial part of the corporation's purposes are carried out by a third party vendor;
- D. Any change in the number of Directors;
- E. Any change in the Bylaws or the Articles of Incorporation;
- F. Appointment/dismissal of the Executive Director;
- G. Removal of a Board member in good standing;
- H. Removal of an Association member.

ARTICLE XIV - LIMITATIONS

No part of the net earnings of The Arc of Alachua County, Inc. shall inure to the benefit of,

or be distributable to, its Directors, Officers, members or other private persons, except that The Arc of Alachua County, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of The Arc of Alachua County, Inc. shall be the 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 Arc of Alachua County, Inc. 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 Arc of Alachua County, Inc. 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).

ARTICLE XV - REGISTERED AGENT AND OFFICE

The principal office of the Association at the time of this restatement is located in Alachua County, Florida. The address of the Association's registered office at the time of this restatement shall be 3303 NW 83rd Street, Gainesville, Florida 32606-6227 and the name of its registered agent at said address shall be RICHARD J. BRADLEY.

I, the undersigned, being the President of the Board of Directors of this Association, 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 21st day of November, 2012.

Thomas P. Rothrock

Printed Name

Thomas P. Rothrock

Signature

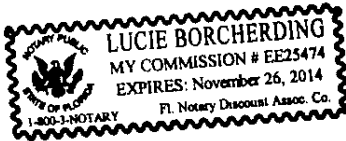
President

Title

STATE OF FLORIDA

COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 21st day of Nov, 2012, by Thomas Rothrock, as President of The Arc of Alachua County, Inc., a Florida not for profit corporation, on behalf of the corporation, who is personally known to me.



Notary Public Lucie Borcharding

Printed Name: Lucie Borcharding

Commission No.: _____

My Commission Expires: 11/26/14

Articles of Amendment
to
Articles of Incorporation
of

The Arc of Alachua County, Inc.

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

710221

(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:

N/A

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:

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Amended Article XIII - Voting by Directors, Section 2, first sentence is amended from the current form, "An affirmative vote of two-thirds (2/3) of the entire Board of Directors by ballot, absentee ballot, or telephone call in shall be required to approve these following actions:"

to

"An affirmative vote of two-thirds (2/3) of the entire Board of Directors, whether in person or by telephone call in at the time of the discussion and vote, shall be required to approve these these following actions:"

The date of each amendment(s) adoption: 10/02/12

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 ~~11/19/12~~ 11/21/12

Signature Thomas P. Rothrock

(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)

Thomas P. Rothrock

(Typed or printed name of person signing)

President

(Title of person signing)