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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
UNITED WAY OF LAKE AND SUMTER COUNTIES, INC.**

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**Amended and Restated Articles of Incorporation  
of  
United Way of Lake and Sumter Counties, Inc.**

**A Florida Not-For-Profit Corporation**

Pursuant to the provisions of Section 617, Florida Statutes, United Way of Lake and Sumter Counties, Inc. has adopted the following Amended and Restated Articles of Incorporation.

This corporation was originally organized and chartered under the laws of the State of Florida with the office of the Secretary of State on September 7, 1966 under the name of United Appeal of Lake County, Inc.

These Amended and Restated Articles of Incorporation were duly purposed and adopted by a majority of vote at the regular meeting of the Board of Trustees (now Board of Directors) in Leesburg on June 10, 2015.

**Article I - Name and Address**

The name of the Corporation is: **United Way of Lake and Sumter Counties, Inc.**

The address of the principal office and the mailing address of the Corporation is:  
32644 Blossom Lane, Leesburg, Florida 34788

**Article II - Purpose**

The Corporation is organized, and shall be operated exclusively for the benefit of the people of Lake and Sumter Counties, Florida by furthering the provision of human services throughout the Counties. The purpose of the United Way of Lake and Sumter Counties, Inc. is to provide leadership, resources and focus to create deep and lasting change by addressing the three components that are the foundation of successful lives and thriving communities: education, income and health.

**Article III - Duration**

This Corporation shall have perpetual existence unless sooner dissolved by law.

**Article IV - Membership**

The Corporation shall have no members.

**Article V - Board of Directors**

The governing body of the United Way of Lake and Sumter Counties, Inc. shall be a Board of Directors. The Board of Directors shall consist of such number of Directors

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as the Board of Directors may determine at any time provided that the Board of Directors shall always consist of at least fifteen (15) directors and no more than thirty (30) Directors. The duties, terms of service, method of election and meeting schedule shall be stated in the By-Laws.

#### **Article VI - By-Laws**

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended restated or rescinded in the manner provided herein.

#### **Article VII - Prohibited Activities**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officer, or other private persons, except that this 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.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other 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, as amended, or the corresponding provisions 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 any other corresponding provisions of any future United States Internal Revenue Law.

#### **Article VIII - Dissolution**

Upon dissolution of the Corporation, all of its assets, remaining after payment of all costs and expenses of such dissolution shall be distributed by the Board of Directors to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, and none of its assets shall be distributed to any Director, or Officer of the Corporation.

#### **Article IX - Indemnification**

Unless otherwise prohibited by law, the United Way of Lake and Sumter Counties, Inc. shall indemnify any directors or officers or any former director or officer, and may by resolution of the Board of Directors, indemnify any individual against any and all expenses and liabilities incurred by him or her in connection with any claim,

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action, suit or proceeding to which he or she is made a party by reason of being a director or officer. This right of indemnification shall be in addition to, and shall not be exclusive of, all other rights to which the director or officer may be entitled.

However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the United way for damages arising out of his or her own gross negligence in the performance of a duty to the United Way.

#### Article X - Amendments

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the entire Board of Directors at a duly notified Regular or Special Meeting of the Board of Directors at which a quorum is present, provided that a written notice of the amendment and its contents shall have been mailed or e-mailed, or both to each Director at least seven (7) days prior to the meeting.

#### Article XI. - Registered Office and Registered Agent

The address of the registered office of this corporation is 32644 Blossom Lane, Leesburg, FL 34788. The name of the Registered Agent of this corporation is Ana Maria Moran-Loubriel at the above office address. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

In witness whereof, these Amended and Restated Articles of Incorporation of United Way of Lake and Sumter Counties, Inc. are hereby executed this \_\_\_ day of \_\_\_ 2015.

United Way of Lake and Sumter Counties, Inc.

By:   
Don Lucas, Chair

Date: 6/18/15

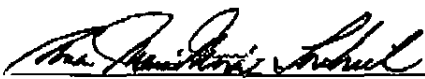
Attest:   
Gary Nichols, Secretary

Date: 6/11/15

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#### ACCEPTANCE

I hereby accept to act as Registered Agent for United Way of lake and Sumter Counties, Inc., as stated in these Amended and Restated Articles of Incorporation.

  
Ana Maria Moran-Loubriel

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Alron Inc.

(FAX) 3217238218

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