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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
OSCEOLA COUNTY COUNCIL ON AGING, INC.**

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**RESTATED ARTICLES OF INCORPORATION
OF
OSCEOLA COUNTY COUNCIL ON AGING, INC.**

The undersigned members of the Board of Directors hereby submit these Restated Articles of Incorporation (the "Articles") for the purpose of restating the Articles of Incorporation of Osceola County Council on Aging, Inc., a Florida not-for-profit corporation formed under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
CORPORATE NAME; FILING OF ORIGINAL ARTICLES;
RESTATEMENT OF ARTICLES**

A. Name. The name of the corporation is "Osceola County Council on Aging, Inc." (the "Corporation").

B. Filing of Original Articles. The original Articles of Incorporation of the Corporation (as subsequently amended as provided in the immediately following sentence, the "Original Articles") were filed with the Florida Department of State on June 21, 1971 and were assigned Document Number 721205. Articles of Amendment to Articles of Incorporation were submitted to the Florida Department of State on October 9, 2001 and June 6, 2006.

C. Restatement of Original Articles. These Articles are submitted for purposes of restating the Original Articles in their entirety in accordance with §617.1007, Florida Statutes. These Articles shall supersede the Original Articles and all amendments, if any, thereto.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Corporation is currently 700 Generation Point Kissimmee, FL 34744. The principal office and mailing address of the Corporation may be changed from time to time by the Board of Directors.

**ARTICLE III
PURPOSES**

The exclusively charitable, religious, educational and/or scientific purposes for which the Corporation is formed, and the exclusively charitable, religious, educational and scientific business and objects to be carried on and promoted by the Corporation, are as follows:

- (i) to provide education and charitable services to all our constituents within our community regardless of race, religion, marital status or color. These services include, but are not limited to:
 - To make the entire community more responsive to the needs and interests of the low-income elderly, disabled and disadvantaged by mobilizing available

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resources and bringing about a greater institutional sensitivity

- Deal with the physical, educational, economical, recreational, medical, legal and social needs of the elderly, disabled and disadvantaged, to include the provision of decent housing that is affordable to low-to-moderate income persons.
- To plan and develop a system of priorities among projects, activities, and areas as needed for the most effective and efficient use of resources.
- To fully participate in the development, planning, implementation and evaluation of programs to serve low-income communities
- Support worthy community causes as determined by the Board of Directors from time to time; and

(ii) To perform other lawful activities permitted to corporations under the laws of the State of Florida, to the extent such activities are permitted by organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as amended from time to time (the "Code"), and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, including the making of distributions for charitable, religious, educational and scientific purposes to organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, and the making of distributions to states, territories or possessions of the United States or the District of Columbia, but only for charitable purposes. As used at the end of the preceding sentence, "charitable purposes" shall be limited to and include only religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code.

ARTICLE IV POWERS

A. Subject to the provisions contained in Article III above, the Corporation shall have all of the powers granted to not-for-profit corporations as set forth in Chapter 617, Florida Statutes, including but not limited to those granted pursuant to §617.0302, Florida Statutes. Notwithstanding any other provision of these Articles, the 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 Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a) of the Code.

B. The enumeration and definition of particular powers included in this Article IV shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which is exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

C. Notwithstanding any other provision of these Articles to the contrary, (i) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, 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

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distributions in furtherance of, the purposes set forth in this Article IV; and (ii) no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V DIRECTORS; NO MEMBERS

A. Number. The property, business, and affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, *provided that* the Corporation shall at all times have at least the number of Directors required by the Florida Not-For-Profit Corporation Act.

B. Election. The Directors of the Corporation shall be appointed, elected and removed, and vacancies on the Board of Directors shall be filled, as provided in the Bylaws.

C. Authority. All of the duties and powers of the Corporation shall be exercised by the Board of Directors, *provided that* the Board of Directors may delegate such duties and powers to officers to the extent that such delegation is in accordance with the Bylaws and applicable law.

D. Term. The term of office for a Director shall be served as provided in the Bylaws.

E. Members. The Corporation shall not have any members and shall not be controlled by or under the direction of persons seeking to derive profit or gain wherefrom.

ARTICLE VI OFFICERS

The affairs of the Corporation shall be administered by the officers designated by the Board of Directors in accordance with the Bylaws; provided, however, that the Board of Directors may delegate authority to the officers of the Corporation in accordance with the Bylaws and applicable law.

ARTICLE VII LIQUIDATION; DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying, or making provision for the payment of, all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time of such disposal qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (b) to states, territories or possession of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court located in and for Orange County, Florida, or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or

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organizations, as the foregoing court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII INDEMNIFICATION; LIABILITY

(1) The Corporation shall indemnify the directors and the Corporation's officers, if any, to the fullest extent permitted by the Florida Not-for-Profit Corporation Act now or hereafter in force, including the advance of expenses under the procedures provided by such laws; *provided, however*, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida and, provided further, that indemnification shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

(2) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation for money damages; *provided, however*, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE IX PRIVATE FOUNDATION STATUS

During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Code:

(i) The Corporation shall distribute its income for such taxable 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.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation shall not make any investments in such manner as to subject it to the tax imposed under Section 4944 of the Code.

(v) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

(vi) The Corporation retains the right to further amend its corporate purposes so that it may embrace any activity which may properly be engaged in by any organization which is exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing.

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at the time of contribution.

**ARTICLE X
REGISTERED OFFICE AND AGENT**

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

Wendy Ford
700 Generation Point
Kissimmee, Florida 34744

**ARTICLE XI
AMENDMENT OF ARTICLES**

These Articles may be amended in the manner provided in the Bylaws.

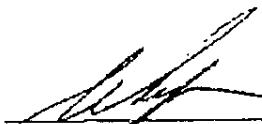
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IN WITNESS WHEREOF, the undersigned officer has executed these Restated Articles of Incorporation of Osceola County Council on Aging, Inc.


Wendy Ford, Chief Executive Officer

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Wendy Ford, Registered Agent

CERTIFICATE REQUIRED BY §617.1007, FLORIDA STATUTES

I HEREBY CERTIFY that

- (i) The foregoing Restated Articles of Incorporation of Osceola County Council on Aging, Inc., a Florida not-for-profit corporation (the "Corporation"), do not contain any amendment required member approval because the Corporation does not have any members and is governed solely by its Board of Directors; and
- (ii) The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Bylaws of the Corporation.


Wendy Ford, Chief Executive Officer

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