

722 192

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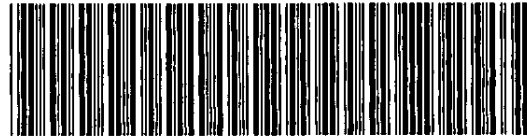
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 02 2013

T. ROBERTS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Key Largo Volunteer Ambulance Corps, Inc.

DOCUMENT NUMBER: 722192

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

Please return all correspondence concerning this matter to the following:

Jack Bridges

(Name of Contact Person)

Jack Bridges, P. A.

(Firm/ Company)

P. O. Box 1714

(Address)

Tavernier, Florida 33070

(City/ State and Zip Code)

eelkoury@bellsouth.net

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

For further information concerning this matter, please call:

Elizabeth Elkoury

(Name of Contact Person)

at 305 451-2766

(Area Code & Daytime Telephone Number)

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

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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  
KEY LARGO VOLUNTEER AMBULANCE CORPS, INC.

FILED  
13 APR 29 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I—NAME

The name of the corporation is KEY LARGO VOLUNTEER AMBULANCE CORPS, INC.

ARTICLE II—CORPORATE NATURE

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the creation of, holding of, managing of, and/or making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III—DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV—PURPOSE

The purpose of this organization shall be to provide emergency services for the residents and visitors of a portion of Monroe County, Florida, set portion being the boundaries of the Key Largo Fire/Emergency Medical Services District, an independent special taxing district created under the laws of Florida (hereinafter, "the service area."). Such emergency services may include ambulance services, emergency medical services, paramedic services, fire prevention, protection, and suppression services, rescue services, and other services contracted for between said District and the corporation.

ARTICLE V—MANAGEMENT OF CORPORATE AFFAIRS

- (a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors according to the Bylaws. The Number of Directors of the corporation shall be set forth in the Bylaws and shall be at least three. Annual meetings shall be at a place and time determined by the Directors according to the hylaws.

ARTICLE VI—EARNINGS & ACTIVITIES OF CORPORATION

- (a) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (including the publishing or distribution

of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

- (b) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII—DISTRIBUTION OF ASSETS

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 the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such the court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII—MEMBERSHIP

Membership in the corporation shall be determined according to the Bylaws.

#### ARTICLE IX—INCORPORATOR

The incorporator executing these amended Articles is Ronald Fell, whose business address is 98600 Overseas Highway, Key Largo, Florida 33037, the President of said corporation, who is acting under direction and authority of the current Board of Directors based upon a resolution of that Board, duly made, seconded, and carried on at a duly-called meeting of the Board, of which the public was noticed.

#### ARTICLE X—AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not-for-Profit Law of the State of Florida concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, according to the Bylaws in existence.

#### ARTICLE XI—INDEMNIFICATION

The corporation may indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

#### ARTICLE XII—AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

#### ARTICLE XIII—CORPORATE OFFICES

The existing location of the offices of the corporation shall be 98600 Overseas Highway, Key Largo, Florida. The future location of the corporate offices shall be at such other location as the Board of Directors shall direct from time to time.

#### ARTICLE XIV—REGISTERED AGENT

The registered agent of this corporation shall be Russell H. Cullen, Esquire, 904 Estall Drive, Key Largo, Florida 33037

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amended Articles of Incorporation on the 20<sup>th</sup> day of April, 2013.

  
\_\_\_\_\_  
RONALD E. FELL  
INCORPORATOR

Articles of Amendment  
to  
Articles of Incorporation  
of

Key Largo Volunteer Ambulance Corps, Inc.

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

722192

(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**)

N/A

N/A

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

N/A

N/A

**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: N/A

904 Estall Drive

(Florida street address)

New Registered Office Address:

Key Largo

(City)

Florida 33037

(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			_____
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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)

Please see additional sheets.



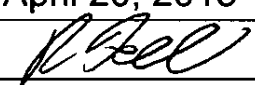
The date of each amendment(s) adoption: April 20, 2013

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 April 20, 2013

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)

Ronald E. Fell  
(Typed or printed name of person signing)

President/Incorporator  
(Title of person signing)