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To: Division of Corporations ATTN: TERESA BROWN  
 Fax Number : (850) 617-6380 REGULATORY SPECIALIST  
 II

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MEALS ON WHEELS PLUS OF MANATEE, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

FILED  
2010 JAN 22 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



January 20, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MEALS ON WHEELS PLUS OF MANATEE, INC.  
811 23RD AVENUE EAST  
BRADENTON, FL 34208

SUBJECT: MEALS ON WHEELS PLUS OF MANATEE, INC.  
REF: 724615

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records show amendments were filed on 04/29/1986, 11/30/1989 and 06/20/1990. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H10000012207  
Letter Number: 910A00001479

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MEALS ON WHEELS PLUS OF MANATEE, INC.,**  
 A Florida Not for Profit Corporation

**FILED**  
 2010 JAN 22 AM 9:24  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

The Corporation was originally incorporated under the name "MEALS ON WHEELS OF MANATEE COUNTY, INC." pursuant to the filing of its original Articles of Incorporation with the Florida Department of State on October 24, 1972. Subsequently, the said Articles were amended three times by Articles of Amendment filed with the Florida Department of State on April 29, 1988; on November 30, 1989; and on June 20, 1990. The present name of the Corporation is MEALS ON WHEELS PLUS OF MANATEE, INC., and no members have been admitted.

PURSUANT TO the provisions of Section 617.0201, Florida Statutes (1987) of the Florida Not for Profit Corporation Act, the undersigned Corporation, pursuant to a resolution of even date duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is:

**MEALS ON WHEELS PLUS OF MANATEE, INC.**

**ARTICLE II**

**TERM OF EXISTENCE**

The Corporation shall exist perpetually unless sooner dissolved as authorized by law.

**ARTICLE III**

**PURPOSES AND POWERS**

The purposes for which the Corporation is organized and the powers of the Corporation are:

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1. Primarily, to furnish hot or other appropriate meals to individuals in their homes or groups of individuals in strategically located dining centers throughout Manatee County, who, because of age, physical or mental disability or financial need are unable to do so for themselves. Furthermore to provide, or seek to provide those supportive services which will delay institutionalization of such individuals for as long as is possible, including without limitation day care for the elderly, health monitoring, recreation, outreach, food bank, diet counseling, transportation, shopping assistance, information and referral services, and emergency services, and to do anything necessary and proper in the furtherance of the aforesaid or any other lawful service.

2. Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, and to engage in all other lawful activities that may benefit the Corporation either directly or indirectly, including without limitation the power:

(A) Subject to acquire by devise, bequest, gift, purchase, lease or otherwise acquire, improve, construct, own, hold, use, lease, maintain, operate, exchange, mortgage or encumber in any manner, sell, convey, or otherwise dispose of, real and personal property of every kind, nature and description, for itself and others, either as Trustee or otherwise as may be necessary or desirable to promote the purposes of the Corporation.

(B) Subject to make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, state, government, the United States of America or any federal agency or organization, or municipal or political subdivision.

3. Notwithstanding any of the above statements of purposes and powers, the 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 the Corporation.

#### ARTICLE IV

##### EARNING AND ACTIVITIES OF CORPORATION

The earnings and activities of the Corporation are subject to the following restrictions and limitations:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or any member of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

2. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (C) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

#### ARTICLE V

##### DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of 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, educational, or religious or scientific purposes as shall at the time qualify as an exempt organization or organizations 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 the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Manatee County, Florida, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

#### ARTICLE VI

##### MEMBERSHIP

The Corporation is organized upon a non-stock basis. The qualifications for members and the manner of their admission shall be as regulated by the bylaws of the Corporation.

#### ARTICLE VII

##### MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed as required by By-laws which may provide for the CEO to manage day to day business of Corporation under the direction of, a Board of Directors consisting of no less than three (3) persons, and no more than eighteen (18) persons. The election of directors and their terms of holding office shall be as regulated by the bylaws of the Corporation.

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**ARTICLE VIII****OFFICERS**

The officers of the Board of Directors of the Corporation shall consist of a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as regulated by the bylaws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as regulated by the bylaws of the Corporation.

**ARTICLE IX****AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended by the Directors of Corporation at any regular or special business meeting called for that purpose, provided that notice of the proposed amendment has been given to each member of the Board of Directors no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to amend these Articles shall require an affirmative vote of three-quarters (3/4) of the then elected and qualified Directors of the Corporation.

**ARTICLE X****BY-LAWS**

The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to adopt and amend by-laws shall be vested in the Board of Directors. By-laws may be adopted or amended by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that notice of said meeting has been given to each member of the Board of Directors no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to adopt or amend by-laws shall require an affirmative vote of a majority of the then elected and qualified Directors of the Corporation.

The foregoing Amended and Restated Articles of Incorporation restate and integrate and amend the provisions of the Corporation's Articles of Incorporation as theretofore amended. Any amendments included herein have been adopted pursuant to Section 617.0201 (4), Florida Statutes (1987). There is no discrepancy between the Articles of Incorporation as theretofore amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.0201 (4), Florida Statutes (1987), and the omission of matters of historical interest.

The provisions of these Amended and Restated Articles of Incorporation which simply restate provisions of previously filed articles of incorporation or amendments thereto are Article II and Article

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X. The provisions of these Amended and Restated Articles of Incorporation being amended are Article I, Article III, Article VI, Article VII, Article VIII, Article IX, and Article X. Amendments adding new provisions not in previously filed articles of incorporation or amends thereto are Article IV and Article V.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation be executed in duplicate this 13<sup>th</sup> day of August 2009.

MEALS ON WHEELS PLUS OF  
MANATEE INC.

By:   
Darrell Turner, Chairman

Attest:   
Susan Kopstad, Secretary

