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BASIC AMENDMENT

COMMUNITY AGING AND RETIREMENT SERVICES, INC.

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Amended & Restated
Articles

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMMUNITY AGING AND RETIREMENT SERVICES, INC.
(A Florida Not-for-Profit Corporation)**

Community Aging and Retirement Services, Inc., a Florida not-for-profit corporation, whose Articles of Incorporation were originally filed with the Florida Department of State March 5, 1973, adopts the following Amended and Restated Articles of Organization:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

Community Aging and Retirement Services, Inc.

ARTICLE II

Principal Office and Mailing Address

The principal office of the Corporation shall be located in Port Richey, Pasco County, Florida and the street address and mailing address of such principal office shall be 7505 Rottingham Road, Port Richey, Florida 34668-2648, but the Corporation may change the location and address of such principal office from time to time by action of its Board of Directors without amendment to these Amended and Restated Articles of Incorporation.

ARTICLE III

Purposes

The Corporation shall at all times be operated and conducted exclusively for charitable, scientific and educational purposes, including, for such purposes the following:

1. To act as the lead agency for services for the elderly in Pasco County;
2. To assist, encourage and promote the well being of adults and older persons residing in West Central Florida (regardless of race, color, gender, age, religion, handicap, or national or ethnic origin) through any one or more of the following means:
 - (a) The care and assistance of the sick, needy and disabled;
 - (b) The promotion of programs and services to meet the social, health, educational, recreational and support needs of adults and older persons residing in West Central Florida;
 - (c) The advancement of education and dissemination of knowledge; and

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- (d) The furtherance of research for the advancement of knowledge and the alleviation of suffering;
3. To function as a service provider for the community of West Central Florida; and
4. The Corporation shall at all times be operated and conducted in conformity with the following additional provisions:
- (a) All of the activities carried on by the Corporation shall be carried on in the State of Florida, primarily for the benefit of the inhabitants of West Central Florida;
- (b) All of the assets or earnings of the Corporation shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the Corporation's net earnings shall inure to the benefit of any individual or to the benefit of any director or officer of the Corporation;
- (c) No part of the activities of the Corporation shall consist of carrying on propaganda;
- (d) The Corporation shall not participate or intervene in or campaign on behalf of any candidate for public office; and
- (e) The Corporation shall have all powers now or hereafter granted by law, and in addition thereto, shall have all powers lawfully necessary or required to carry out its purposes and objectives. Provided, however, that the Corporation, in exercising any of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Members

The Corporation shall have no members.

ARTICLE V

Term of Existence

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

Board of Directors

The business of the Corporation shall be managed by a Board of Directors as set forth in these Amended and Restated Articles of Incorporation and the Corporation's Bylaws. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the Bylaws of the Corporation, provided that the Corporation shall always have at least three (3) but no more than fifteen (15) directors.

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ARTICLE VII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

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 to one or more organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any officer or director of the Corporation.

ARTICLE IX
Indemnification

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding organizational management or policy, as a director or officer, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article IX is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the directors of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE X
Amendments

These Amended and Restated Articles of Incorporation may be amended by a majority vote of the Board of Directors at any regular or special meeting, provided that the Board shall have received a copy of the proposed amendment at least thirty (30) days prior to said meeting.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, under the laws of the State of Florida, this 3rd day of August, 2000.

**COMMUNITY AGING AND RETIREMENT
SERVICES, INC.,** a Florida Not-for-Profit
Corporation

By: Michael J. Virgadamo
Michael J. Virgadamo
Chair-Board of Directors

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**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMMUNITY AGING AND RETIREMENT SERVICES, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, it is hereby certified that:

FIRST: The name of the corporation is Community Aging and Retirement Services, Inc. (the "Corporation").

SECOND: The Corporation does not have members and, therefore, the adoption of Amended and Restated Articles of Incorporation does not require member approval.

THIRD: The Amended and Restated Articles of Incorporation were duly approved and adopted by the unanimous vote of the Board of Directors of the Corporation on July 20, 2000.

FOURTH: The following Amended and Restated Articles of Incorporation shall be the articles of incorporation of the Corporation.

**COMMUNITY AGING AND RETIREMENT
SERVICES, INC., a Florida Not-for-Profit
Corporation**

8/3/00
Date

By: Michael J. Virgadamo
Michael J. Virgadamo
Chair-Board of Directors

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