

729251

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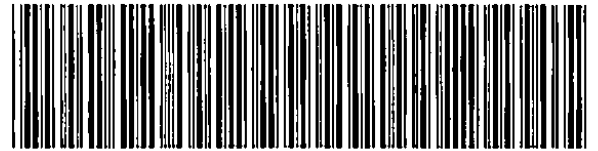
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FEB 26 2019

FILED
19 FEB 25 AM 11:31

*Amended &
Restated*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2019

KARI BATES
THE ARC OF PUTNAM COUNTY, INC.
1209 WESTOVER DRIVE
PALATKA, FL 32177

SUBJECT: THE ARC OF PUTNAM COUNTY, INC.
Ref. Number: 729251

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval; the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

- ✓ YOU MAY CHOOSE TO COMPLETE PAGE 4 OF 4 FOR THE ADOPTION OF AMENDMENTS, WHICH WAS PROVIDED.
- ✓ PLEASE TITLE THE DOCUMENT AMENDED AND RESTATED ARTICLES OF INCORPORATION IN LIEU OF ARTICLES OF INCORPORATION.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 019A00003156

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SECRETARY OF STATE
TALLANT'S OFFICE

The above requests have been completed.
Please call me if anything else is needed. Thank you! Brittany Goodson
386-325-2219 ext 113

www.sunbiz.org

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Arc of Putnam County, Inc.

DOCUMENT NUMBER: 729251

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

Please return all correspondence concerning this matter to the following:

Kari Bates

(Name of Contact Person)

The Arc of Putnam County, Inc

(Firm/ Company)

1209 Westover Drive

(Address)

Palatka, FL 32177

(City/ State and Zip Code)

kbates@areputnam.org

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

For further information concerning this matter, please call:

Kari Bates

386

325-2249 ext 111

at

(Name of Contact Person)

(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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
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

The Arc of Putnam County, Inc.

(a Florida Not for Profit Corporation)

FILED
19 FEB 25 AM 11:31

These Amended and Restated Articles of Incorporation were approved by the Board of Directors of said Corporation at a regular meeting on November 8, 2018 with a quorum being present. This meeting of the directors met the requirements of both the Articles of Incorporation and the By-Laws.

The original Articles of Incorporation filed on April 2, 1974 and amended on January 7, 1975, April 23, 1979, April 24, 1981 and February 18, 2001 are hereby amended and replaced in its entirety as follows:

ARTICLE I - NAME

The name of this corporation shall be The Arc of Putnam County, Inc. (hereinafter referred to as Corporation) and it shall maintain its principle office in Putnam County, Florida.

ARTICLE II – PRINCIPAL OFFICE

The principal street and mailing address is 1209 Westover Drive, Palatka, Florida 32177.

ARTICLE III – REGISTERED AGENT

The street address of the registered agent 1209 Westover Drive, Palatka, Florida 32177 and the name of the Registered Agent at such address is Kari Bates.

ARTICLE IV - OBJECT AND PURPOSES

- A. To promote opportunities for all people with intellectual and developmental disabilities to choose and realize their personal goals with regard to housing, education, employment, and leisure activities.
- B. To provide supports and services in furtherance of the goal in paragraph A. above.
- C. To reduce the incidence and limit the consequences of intellectual and developmental disabilities through education, research, advocacy and the support of families, friends and community.
- D. To advise and aid families, to coordinate their resources and activities and to help the public develop a better understanding of the challenges of intellectual and developmental disabilities.
- E. To develop residential options for people with intellectual and developmental disabilities which are affordable, safe and maximize Individual choice.
- F. To solicit and receive funds for the accomplishment of the above purposes.
- G. To promote and encourage best practices in the field of services and supports to the Corporation's constituency.
- H. To promote and support the professionals and others who serve our constituency and who promote and support the core values of the Corporation.



- I. To seek collaborations to further the objectives delineated in paragraph A. above.

ARTICLE V - MEMBERSHIP

Membership shall be regulated by the By-laws of the Corporation.

ARTICLE VI - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII - AREA OF ACTIVITY

The area in which the Corporation intends to serve includes Putnam County.

ARTICLE VIII - OFFICERS

The officers of the Corporation shall be directors of the board and shall consist of a president, a vice-president, a secretary, and a treasurer. No employee or family member of an employee shall serve as a director of the board; with the exception of a self-advocate who is a family member to paid staff.

ARTICLE IX - GOVERNING BODY

The Board of Directors shall be the governing body for the Corporation and shall be elected in such numbers and manner as set forth in the By-laws of the Corporation, except as otherwise provided for in these Articles.

ARTICLE X- AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation must be proposed in writing to the Executive Committee of the Board of Directors, by an officer or director of the Board.

Amendments to the Articles of Incorporation must be approved by an affirmative vote by two-thirds of the directors of the board at a regular meeting or special meeting, provided that the board shall have received 30 days written notice of the meeting and such notice shall include a copy of the proposed Articles of Incorporation.

ARTICLE XI- AMENDMENTS TO BYLAWS

Amendments to the By-laws must be proposed in writing to the Executive Committee of the Board of Directors, by an Officer or director of the Board.

Amendments to the Bylaws must be approved by an affirmative vote by two-thirds of the directors of the board at a regular meeting or special meeting, provided that the board shall have received 30 days written notice of the meeting and such notice shall include a copy of the proposed Bylaws.

ARTICLE XII - DISSOLUTION

In the event the Corporation should be dissolved and the work abandoned, all title to any real or personal property then owned by the Corporation that remains after its debts and other liabilities have been satisfied, shall be transferred to other local organizations that are qualified under Section 501(c)(3) of the Internal Revenue Code and serve the same populations as the Corporation.

ARTICLE XIII- MEETING OF THE DIRECTORS

Regular meetings of the directors shall be held with the time and date set by the Board of Directors and as outlined in the By-laws with proper notice.

ARTICLE XIV - ELECTION OF OFFICERS

All officers shall be elected at the annual meeting of the Corporation, which shall be held in September of each year, and all officers shall hold office for the period of time as provided for by the By-laws of the Corporation.

The officers of the Corporation shall be elected by the Board of Directors from a slate proposed by the board's Governance Committee. No person shall hold more than one office at the same time except for the offices of secretary and treasurer.

ARTICLE XVI- TERMS OF OFFICE

The officers of the Corporation shall serve terms as provided for by the By-laws of the Corporation.

The directors of the Corporation shall serve terms as provided for by the By-laws of the Corporation.

ARTICLE XVII- VOTING BY DIRECTORS

Except as otherwise provided in these Articles of Incorporation, By-laws, or by law, actions of the board of directors shall be by majority vote of those present at a meeting at which a quorum exists, except that the approval of two-thirds of the board of directors shall be required for the following; (i) selling any of the assets of the Corporation other than in the ordinary course of business, or selling substantially all the assets of the Corporation; (ii) creating any mortgage, pledge or security interest in any of the Corporation's assets; or (iii) revising the Corporation's Articles of Incorporation or By-laws.

ARTICLE XVIII- PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, officer, director, member of a sub-committee, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the board of directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE XIX- LIMITATIONS

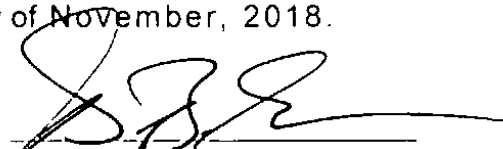
No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 (or the corresponding provision 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 the corresponding provision of any future United States Internal Revenue Law). The Corporation is prohibited from supporting partisan organizations, politicians or candidates for political office through public or Human Services Council Funds.

ARTICLE XX - REGISTERED AGENT AND OFFICE

The principal office of the Corporation at the time of this restatement is located in Putnam County, Florida. The address of the Corporation's registered office at the time of this restatement shall be 1209 Westover Drive, Palatka Florida 32177 and the name of its registered agent is Kari Bates.

I, the undersigned, being the President of the Board of Directors of this Corporation, for the purpose of amending and restating the Articles of this not for profit corporation under the laws of the State of Florida, have executed these amended and restated Articles of Incorporation this 8th day of November, 2018.

Preston B. Sloan
Printed

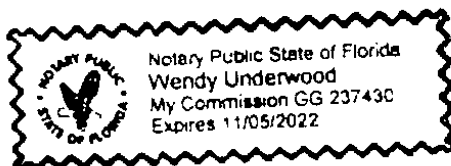

Signature

President
Title

STATE OF FLORIDA

COUNTY OF PUTNAM

The forgoing instrument was acknowledged before me this 15TH day of NOVEMBER, 2018, by PRESTON B. SLOAN, as President of The Arc of Putnam County, Inc., a Florida not for profit corporation, on behalf of the Corporation, who is personally known to me.




Notary Public

Wendy Underwood
Printed Name
66 237 430
Commission No.
11/5/2022
My Commission Expires

The date of each amendment(s) adoption: November 1st 2018, if other the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 2/21/2019

Signature Mari Bates
(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)

Mari Bates
(Typed or printed name of person signing)

Executive Director
(Title of person signing)