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REFERENCE : 354875 4352702

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ <sup>43</sup>~~2~~.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 26, 1999

ORDER TIME : 10:24 AM

ORDER NO. : 354875-005

200002971032-2

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis  
Williams Parker Harrison Dietz  
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC AMENDMENT FILING

NAME: VOLUNTEER CENTER OF SARASOTA,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

*Restated N.C.*

**C. COULLETTE AUG 26 1999**

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

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99 AUG 26 AM 11:41  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
VOLUNTEER CENTER OF SARASOTA, INC.**

The Articles of Incorporation of Volunteer Center of Sarasota County, Inc., a Florida corporation not for profit, were amended and restated by the directors of the corporation on August 4, 1999, by striking the Articles of Incorporation currently on file with the Florida Department of State in their entirety and by substituting in their places the following:

**I.  
NAME OF CORPORATION**

The name of this corporation shall be:

VOLUNTEER CONNECTIONS OF SARASOTA COUNTY, INC.

The principal address and the mailing address of the corporation shall be:

1750 17<sup>th</sup> Street  
#C3  
Sarasota, Florida 34234

**II.  
PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural and any other charitable purposes, including the recruiting, training, selecting and supplying of

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competent volunteers for assignments for any non profit organization that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, and to locate opportunities for such volunteer services and such further objects as are consistent with its intention to be a not-for-profit corporation, including:

To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation;

To insure the continuance and growth of, and provide support for any non profit organization that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 through the location of opportunities for such volunteer services and such further objects as are consistent with its intention to be a not-for-profit corporation within the purview of Chapter 617, Part I, Florida Statutes, and the applicable provisions of the Internal Revenue Code of 1954;

To recruit and select volunteers for assignments with any governmental entity, not-for-profit organization, and/or retirement facility;

To train and supply competent volunteers for assignments with any governmental entity, not-for-profit organization, and/or retirement facility;

To encourage and promote a philosophy for volunteerism and to provide a central place where persons willing and able to serve can make their availability known;

To help volunteers find the work opportunity best suited to their capabilities based upon their skills, interests, time and personalities;

To provide a central place where qualified agencies and services can make their needs known, provided that such agencies are prepared to exercise supervision and instruction and to direct the work or service being provided by the volunteer, and with the understanding that no volunteer shall be a substitute for a staff member but, rather, shall give auxiliary or supplementary service.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 herein. 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. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on 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).

## **MEMBERSHIP**

There shall be no members of this corporation.

## **III. BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons and not more than eighteen members, as determined pursuant to provisions of the Bylaws. The current board of directors of the corporation following the merger of Volunteer Center South, Inc., a Florida not-for-profit corporation, into Volunteer Center of Sarasota, Inc., a Florida not-for-profit corporation, are directors serving on the board of directors of both corporations who have agreed to continue to serve. Any vacancy occurring on the board because of death, resignation, removal, or other termination of service of any director shall be filled by the board. A Director appointed to fill a vacancy by the Board shall be appointed for the unexpired term of his predecessor in office and shall continue to serve until his successor shall have been elected and qualified.

## **IV. CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

## **V. BYLAWS**

The current board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

## **VI. REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 4841 Palm Aire Drive, Sarasota, Florida 34243, and the name of the registered agent of this corporation at that address is Tom Giles.

## **COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

## **VII. DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, 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, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

## **VIII. AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

## **ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

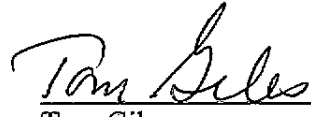
The undersigned, hereby consents to the appointment as Registered Agent of Volunteer Connections of Sarasota County, Inc., to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



Tom Giles  
Registered Agent

The undersigned, as president of the corporation, does hereby certify that the foregoing restatement of the Articles of Incorporation was approved by a majority of the total number of members of the board of directors at a special meeting of the board on August 4, 1999 and that

written notice of the proposed Restatement was given to each director 10 days prior to such meeting pursuant to the provisions of Article VIII of the corporation's Articles of Incorporation. There are no members of this corporation; therefore, member action was not required.

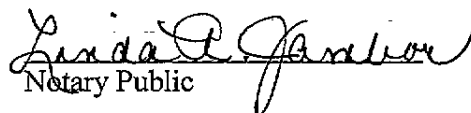
  
Tom Giles  
President and Director

STATE OF FLORIDA  
COUNTY OF SARASOTA:

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Tom Giles, known to me and known by me to be the person who executed the foregoing Articles of Restatement, and he acknowledged before me that he executed those Articles of Restatement.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 24 day of August, 1999.



  
Notary Public

My commission expires:

Dec. 3, 2002