

736755

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12 FEB 20 AM 9:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*Restated  
+  
Amend.*

C.COULLIETTE

*Feb. 20, 2012*

EXAMINER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Jackson County Association for Retarded Citizens, Inc.

**DOCUMENT NUMBER:** 736755

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

Please return all correspondence concerning this matter to the following:

Frances Henderson

(Name of Contact Person)

Jackson County Arc, Inc.

(Firm/ Company)

2973 Pennsylvania Avenue

(Address)

Marianna, Florida 32448

(City/ State and Zip Code)

jcarc@embarqmail.com

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

For further information concerning this matter, please call:

Frances Henderson

(Name of Contact Person)

at ( 850 ) 526-7333

(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

Jackson County Arc, Inc.

2973 Pennsylvania Ave.  
Marianna, Florida 32448  
(850) 526-7333 • Fax (850) 526-2311

February 7, 2012

Cheryl Coulliette  
Regulatory Specialist II  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: AMENDED and RESTATED ARTICLES OF INCORPORATION  
REF. NUMBER: 736755

Enclosed is a copy of the **Amended and Restated** Articles of Incorporation for Jackson County Association for Retarded Citizens, Inc.. I have enclosed a copy of the letter you sent.

Thanks you for your guidance in preparing the document for filing. We have needed to make these changes for a long time.

If you have questions or need additional information, please call (850) 526-7333.



Frances Henderson  
Executive Director

RECEIVED

12 FEB 10 AM 8:24

TALLAHASSEE, FLORIDA

Jackson County Arc, Inc.

2973 Pennsylvania Ave.  
Marianna, Florida 32448  
(850) 526-7333 • Fax (850) 526-2311

February 7, 2012

Cheryl Coulliette  
Regulatory Specialist II  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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If you have questions or need additional information, please call (850) 526-7333.



Frances Henderson  
Executive Director

RECEIVED

12 FEB 17 AM 8:17

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 31, 2012

FRANCES HENDERSON  
JACKSON COUNTY ARC, INC.  
2973 PENNSYLVANIA AVE  
MARIANNA, FL 32448

SUBJECT: JACKSON COUNTY ASSOCIATION FOR RETARDED CITIZENS,  
INC.  
Ref. Number: 736755

We have received your document for JACKSON COUNTY ASSOCIATION FOR  
RETARDED CITIZENS, INC. and check(s) totaling \$43.75. However, the  
enclosed document has not been filed and is being returned to you for the  
following reason(s):

You must file articles of amendment or amended and restated articles, you  
cannot file both.

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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 012A00003356

*Attention Cheryl,*

*Attached are the additional pages  
per your request with the correction.  
Thanks,  
Frances*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 16, 2012

FRANCES HENDERSON  
JACKSON COUNTY ARC, INC.  
2973 PENNSYLVANIA AVE  
MARIANNA, FL 32448

SUBJECT: JACKSON COUNTY ASSOCIATION FOR RETARDED CITIZENS,  
INC.  
Ref. Number: 736755

We have received your document for JACKSON COUNTY ASSOCIATION FOR  
RETARDED CITIZENS, INC. and your check(s) totaling \$43.75. However, the  
document has not been filed and is being retained in this office for the following:

I am still awaiting your amendment approval and date of adoption.

If you have any questions concerning the filing of your document, please call  
(850) 245-6050.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 112A00007302

Jackson County Arc, Inc.  
2973 Pennsylvania Ave.  
Marianna, Florida 32448  
(850) 526-7333 • Fax (850) 526-2311

FILED  
12 FEB 20 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED and AMENDED**  
**ARTICLES OF INCORPORATION**  
**Of**  
**JACKSON COUNTY ASSOCIATION FOR RETARDED CITIZENS, INC.**

*Pursuant to the provisions of Sections 617.1002 and 617.1007, Florida Statutes, the undersigned corporation adopts the following restated and amended Articles of Incorporation.*

As adopted July 9, 1976, these restated and amended Articles of Incorporation, dated November 15, 2011 shall supersede all prior editions.

**ARTICLE I**

**CORPORATE NAME/OFFICE/REGISTERED AGENT**

**Section 1** The name of the corporation shall be **Jackson County Arc, Inc.** hereinafter the "Association").

**Section 2** The principal office and mailing address of the Association shall be:

2973 Pennsylvania Avenue  
Marianna, Florida 32448

**Section 3** The registered agent is Frances D. Henderson whose office for acceptance of service of process is:

2973 Pennsylvania Avenue  
Marianna, Florida 32448.

## **ARTICLE II**

### **PURPOSE OF ASSOCIATION**

The term intellectual disability as used herein shall include all persons who have intellectual and other developmental disabilities regardless of age, degree, or type of developmental disability and regardless of whether or not they attend public, private, or religious schools, residential or day, or whether they reside at home or in institutions.

**Section 1.** The purposes of this Association are:

- a. To promote the general welfare of persons with intellectual and other developmental disabilities.
- b. To promote for all people with intellectual and other developmental disabilities, the opportunity to choose and realize their goals of where and how they learn, work, and access leisure activities. To foster the development of programs in their behalf.
- c. To encourage research related to intellectual and other developmental disabilities.
- d. To advise and aid parents in the solution of their problems and coordinate their efforts and activities.
- e. To develop a better understanding of the problems of persons with intellectual and other developmental disabilities by the public.
- f. To cooperate with all public, private, and religious agencies and professional groups in the furtherance of these ends.
- g. To associate with and support financially the State and National Associations to promote the common cause.
- h. To serve locally as a clearinghouse for gathering and giving out information regarding intellectual and other developmental disabilities.
- i. To solicit and receive funds for the accomplishment of the above purposes.

**Section 2.** This Association is a non-profit, non-political, non-sectarian organization. No part of any net earnings shall insure to the benefit of any member or individual, and no officer or director of the Association shall receive any compensation for his or her services as an officer or director.

**Section 3.** This Association agrees to maintain membership in the State and National Associations in every way, and to adhere at all times to their policies.



This Association further agrees to send the State and National Associations a copy of its annual report and its audited annual financial report, including a list of all income and disbursements, at the prescribed date, and to support financially the activities of these associations in accordance with their stated policies.

### **ARTICLE III MEMBERSHIP**

Membership shall be open to all parents, relatives and guardians, including foster parents, or persons with intellectual and other developmental disabilities and to other persons sympathetic to the purposes of the Association.

**Section 1.** Membership may be obtained by submitting a membership with membership dues as specified in the bylaws of this corporation.

**Section 2.** Membership may be on either an individual or a family basis. A family membership shall entitle both spouses to vote. Eligibility to vote or hold an office occurs after a Member has been in good standing for a period of one year.

**Section 3.** A member in good standing is one whose dues are not delinquent or have been waived.

**Section 4.** Members whose dues have not been waived and who are in arrears for one year shall be dropped from the membership roll.

**Section 5.** Members in good standing shall be eligible to hold office and to vote (but only in person) subject to the rules and standards set forth in the By-Laws of the Association.

**Section 6.** The affairs of the Association shall be managed by a Board of Directors.

### **ARTICLE IV DISSOLUTION**

In the event of the dissolution of this Association or in the event it shall cease to exist for the stated purposes, after making provisions for payment of all of the liabilities of the Association, all of the remaining property and assets shall be distributed to an organization or an agency serving individuals with intellectual or other developmental disabilities which has been qualified as an exempt organization under provisions of Section 501 (C) 3 of the Internal Revenue Code of 1954, or to a local, state or Federal organization for exclusively public purposes.

Under no circumstances shall any of the property or assets of this Association during the existence and/or upon dissolution thereof go and be distributed to any officer, member or subsidiary of this Association.

## **ARTICLE V (A) MEETINGS**

- Section 1.** Regular meetings of the membership shall be held in accordance with the bylaws of the Association.
- Section 2.** The regular membership meeting in June shall be designated as the Annual Meeting for the election of officers and directors.
- Section 3.** Special meetings may be called by the President or on written application of five members made to the Secretary who shall mail notices to all members not less than one week prior to the meeting stating the purpose of the meeting. No other business may be transacted at a special meeting.
- Section 4.** A quorum shall consist of a majority of the members in good standing. They must be present in person.

## **ARTICLE V (B) BOARD OF DIRECTORS**

- Section 1.** The Board of Directors shall consist of the elected officers, the immediate past president, and the directors.
- Section 2.** The Board of Directors shall hold a meeting between each regular membership meeting unless a majority of the Board votes not to have one.
- Section 3.** Special meetings of the Board may be called by the President, or by the Secretary upon the written request of three Board members, at any time, on not less than 24 hours notice.
- Section 4.** A majority of the voting members of the Board of Directors present in person shall constitute a quorum.
- Section 5.** The Board of Directors shall be responsible for the conduct of the business of the Association and shall be empowered to employ such professional personnel as required to administer the affairs of the Association and to prescribe their duties and terms of their employment. The Board of Directors shall exercise all powers inherent in the Association.

**Section 6.** The names and residences of the officers and Directors at the time of this Amendment, and who shall serve until the next Annual Meeting, are as follows:

**NAMES**

- 1) Mr. Dwain Pendergrass Immediate Past President  
2541 Woods View Drive, Marianna, Florida 32446
- 2) Ms. Karen Hendrickson Director  
4938 Highway 2, Malone, Florida 32445
- 3) Ms. Margie Williams Director  
3383 Bumpnose Road, Marianna, Florida 32446
- 4) Mr. Jim Wunderly President  
P.O. Box 455, Cottondale, Florida 32431
- 5) Ms. Lannetta Loman-Greene Secretary  
3646 Poplar Springs Road, Marianna, Florida 32446
- 6) Ms. Margaret Murphy Vice-President  
1766 Mutual Road, Alford, Florida 32420

**ARTICLE V (C)**  
**OFFICERS**

The officers shall be a president, a vice-president, and a secretary. There shall be three or more directors, as specified in the bylaws of the Corporation. No employee of the Association may serve as an officer, director, committee member, or delegate. Past employees are not eligible to serve on the Board of Directors as an officer or director for a period of one year after leaving employment with the Association.

**ARTICLE V (D)**  
**TERMS OF OFFICE**

- Section 1. Officers shall be elected annually in accordance with the bylaws of this Corporation.
- Section 2. The number, title, term, qualifications, nomination and election of directors shall be fixed by the By-Laws of the Association.
- Section 3. All vacancies in the elective positions shall be filled for the unexpired term by persons elected by the Board of Directors.

**ARTICLE VI**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION,  
CONSTITUTION AND BYLAWS**

Any proposed amendment to the Articles of Incorporation, Constitution and Bylaws, along with the date it is to be voted upon, shall be presented in writing to the entire general membership at least three weeks prior to the meeting at which it is to be voted upon and a two-thirds (2/3) vote of those present shall be required for ratification.

**ARTICLE VII**  
**PARLIAMENTARY AUTHORITY**

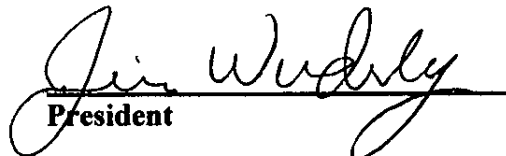
Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with these Articles or with the Constitution or Bylaws as adopted and amended by the membership.

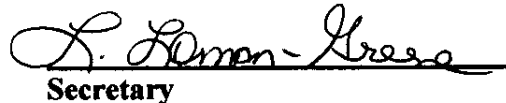
## ARTICLE VIII LIMITATIONS

**Section 1** No part of the net earnings of the Association shall inure to the benefit, or be distributable to, its directors, officers, members or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes.

**Section 2** The Association shall not participate or intervene in (including publishing, or distributing of statements) any political campaign on behalf of any candidate for public office.

**Section 3** Notwithstanding any other provisions of these Articles, the Association 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).

  
President

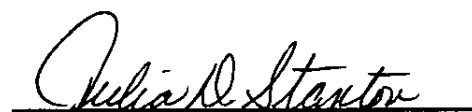
  
Secretary

State of Florida County of Jackson

BEFORE ME, the undersigned authority, personally appeared Jim Wunderly, as President and L. Loman-Green as Secretary of Jackson County Arc, Inc., a not for profit corporation, to me known to be the persons who executed the foregoing Restated and Amended Articles of Incorporation, and acknowledged, swore and subscribed to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 15<sup>th</sup> day of November 2011.



  
Notary Public, State of Florida  
My Commission Expires: 8/22/15

The date of each amendment(s) adoption: November 15, 2011

Effective date if applicable: November 15, 2011  
(date of adoption is required)  
(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 11-15-11

Signature Jim Wunderly  
(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)

Jim Wunderly  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)