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July 15, 2002

Secretary of State / attn: Certifications
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 18 PM 3:03

Re: Article of Amendment to Articles of Incorporation of The ARC of Martin County, Inc.

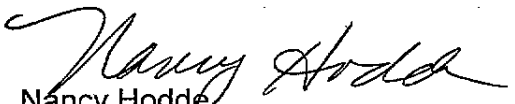
Dear Sir or Madam:

Enclosed for filing is an original Article of Amendment to Articles of Incorporation of The ARC of Martin County, Inc. along with a photocopy to be date stamped and returned to me. A postpaid envelope is enclosed for your convenience.

Also enclosed is a \$35 check for your fee.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call at 1-561-286-2990, extension 24.

Sincerely,


Nancy Hodde
Assistant to David B. Earle, Esquire
Enc.

Nancy Hodde GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Names
DATE 7/25/02
DOC. EXAM EB

Amended & Restated,
Art.

V SHEPARD JUL 25 2002

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ARC OF MARTIN COUNTY INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation originally filed with Clerk of the Circuit Court of Martin County, Florida on May 29, 1956, as amended by Certificate of Amendment filed with the Florida Department of State, Division of Corporations on June 10, 1977, and on December 31, 1997.

These Amended and Restated Articles of Incorporation for The ARC of Martin County, Inc., were adopted by the Board of Directors on May 28, 2002 and contain amendments which required Member approval; that approval being given on the foregoing date and the requisite number of votes being sufficient to so amend.

The undersigned corporation, for the purpose of amending and restating its Articles of Incorporation, and pursuant to the applicable provisions of Florida law governing not-for-profit corporations, hereby executes the following Amended and Restated Articles of Incorporation which completely replace, amend and restate all prior Articles and Amendments with the exception of those provisions dealing with INCORPORATORS, which are incorporated herein by reference only.

ARTICLE I - NAME

The name of this corporation is The ARC of Martin County Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the Corporation is 2001 South Kanner Highway, Stuart, Florida 34994. The mailing address of the Corporation is 2001 South Kanner Highway, Stuart, Florida 34994.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to:

(1) To promote the general welfare of the developmentally disabled, to foster development of programs designed to benefit the developmentally disabled, to advise and assist the parents of the developmentally disabled, to develop a better understanding and public awareness of the developmentally disabled, to provide coordination with public, private and religious organizations in furtherance of those ends, to serve as a

clearinghouse of information regarding the developmentally disabled, and to raise funds to accomplish those objectives;

(2) To exercise all lawful purposes and powers set forth in the Florida Not for Profit Corporation Act which furthers the goals, objectives and purpose set forth herein;

(3) The corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations in a manner consistent with the provisions of section 501(c)(3) of the Internal Revenue Code of 1954 as amended. The corporation shall have the right to exercise all of the powers granted by the laws of the State of Florida to corporations not for profit. The foregoing clauses shall not be held or construed in any way to limit or restrict the powers of this Association.

(4) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any members, trustees, directors, 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 section 501(c)(3) purposes. 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, or in opposition to, any candidate for public office.

(5) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the corporation shall not carry on any other 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 corresponding section of any future federal tax code).

ARTICLE IV - MEMBERS AND DIRECTORS

The manner of election of the directors of the Corporation shall be set forth in the Bylaws. The Corporation will not have members. The Bylaws of the Corporation contain provisions relating to qualification and service of directors and any other such matters of corporate governance.

ARTICLE V - CORPORATE POWERS

The corporate powers of this corporation are those provided within Chapter 617, Florida Statutes, as amended from time to time, and specifically including those set forth in Section 617.0302, Florida Statutes (2001).

ARTICLE VI - REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State, together with these articles of incorporation, the name and address of the registered agent for the corporation is John Gonzalez, 2001 South Kanner Highway, Stuart, FL 34996.

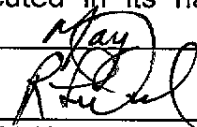
ARTICLE VII - DURATION

This corporation shall continue in existence until dissolved by an Order issued by a court of competent jurisdiction or until otherwise dissolved in accordance with Florida law.

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code) or shall be distributed to the federal, state or local government for public purpose.

THE FOLLOWING AMENDMENTS were adopted by the directors/members entitled to vote thereon by their written consent, signed by them, on the 28th day of May, 2002, in accordance with Florida law. The Articles of Incorporation, as amended herein, remain in full force and effect.

IN WITNESS WHEREOF, the undersigned corporation has caused the Amended and Restated Articles of Incorporation to be executed in its name, by its current Chairperson of the Board of Directors this 28th day of May, 2002.

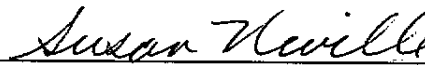

LARRY DAHN /Chairperson

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 28th day of May, 2002, by LARRY DAHN, who is personally known by me.



Susan Neville
My Commission DD078770
Expires December 16, 2005


Notary Public, State of Florida