

740625

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*Amended &
Restarted Article
NC*

*25
6-30-11*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: United Cerebral Palsy of Sarasota-Manatee, Inc.

DOCUMENT NUMBER: 740625

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

Please return all correspondence concerning this matter to the following:

Sherri Thorp

(Name of Contact Person)

United Cerebral Palsy of Sarasota-Manatee, Inc.

(Firm/ Company)

9040 Sunset Drive

(Address)

Miami, FL 33173

(City/ State and Zip Code)

sthorp@sunrisegroup.org

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

For further information concerning this matter, please call:

Sherri Thorp at (305) 273-3013
(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 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 checked="" 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



of Sarasota-Manatee

Life without limits for people with disabilities™

June 22, 2011

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Name change/amended and restated articles of incorporation
UCP Sarasota-Manatee to UCP of Southwest Florida, Inc.

Dear Sir or Madam:

Enclosed you will find our documents related to a name change for our organization along with our check in the amount of \$52.50. I believe that all is order and that I have included everything you require, but should you find that I missed something, please let me know.

Please return the certificate and certified copy to my attention at our headquarters office located at 9040 Sunset Drive, Miami, FL, 33173

Sincerely,

A handwritten signature in cursive script that reads "Sherri L. Thorp".

Sherri L. Thorp
Administrative Officer
Office of the President

1090 South Tamiami Trail
Sarasota, FL 34236
TEL 941-957-3599
FAX 941-357-3499

BOARD OF DIRECTORS

*Barnett A. Greenberg, DBA
Chairperson*

Mark Famiglio

Steven M. Weinger, Esq.

BOARD OF TRUSTEES

Mark Famiglio, Chairperson

Tony Argenas

David S. Band

Diana Cloud

Howard Cobin

Shane Eagan

Curt Eskew

Jody Feinroth

Joyce Hales

Linda Lederman-Kirby

John Loria

Clive Lubner

Natalie Main

Elle McComb

Gavin Meshad

John Meshad

Michael Outlaw

Susan Palmer

Brad Tremiere

OFFICERS OF THE CORPORATION

*Leslie W. Leech, Jr.
President*

*James G. Weeks, PhD
Secretary/Treasurer*

*Wendy Mann Resnick
Executive Director*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNITED CEREBRAL PALSY OF SARASOTA-MANATEE, Inc.
(A FLORIDA NOT FOR PROFIT CORPORATION)

FILED
2011 JUN 28 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RENAMED HEREIN
UNITED CEREBRAL PALSY OF SOUTHWEST FLORIDA, INC.

ARTICLE I

The name of this corporation is:
United Cerebral Palsy of Southwest Florida, Inc.

ARTICLE II

Originally incorporated in the State of Florida on October 26, 1977. The duration of the corporation shall be perpetual.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business will be:
United Cerebral Palsy of Southwest Florida, Inc.
1090 South Tamiami Trail
Sarasota, Florida 34239

The mailing address of this corporation shall be:
9040 Sunset Drive
Miami, FL 33173

ARTICLE IV - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

A. This corporation is a corporation not for profit as defined in the Florida Not For Profit Corporation Act. The corporation is not formed for pecuniary profit.

B. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

C. This corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have

all the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes of Paragraph B, above.

ARTICLE V - LIMITATION

A. No part of the net earning, gains or assets of the corporation shall inure to the benefit of or be distributable to its Members, Nonvoting Members, Directors or Officers, other private individuals, or organizations organized and operated for a profit; provided, however, 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 in Article 4 hereof, to the extent permitted by law.

B. Notwithstanding any other provision in these Articles, the corporation shall not carry on any activities not permitted to be carried out by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in the Internal Revenue Code Section 509(a)(1),(2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a)(2).

ARTICLE VI - MEMBERS

The corporation shall have such members as are specified in the Amended By-Laws of the corporation.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the registered agent of this corporation at such address are as follows:

Leslie W. Leech, Jr.
9040 Sunset Drive, Suite 70A
Miami, Florida

ARTICLE VIII - BOARD OF DIRECTORS

The management of this corporation shall be vested in a Board of Directors. The number of Directors constituting the current Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The manner of election of Directors of the corporation shall be provided in the By-Laws of the corporation. The names and addresses of the current Directors of this corporation are as follows:

NAME

ADDRESS

William P. Muir

1800 South Ocean Blvd. #5D, Boca Raton, FL 33432

Steven M. Weinger

2650 SW 27th Ave, 2nd Fl, Miami, Florida

Barnett Greenberg

1198 4th Fort Mill Court, The Villages, FL 32162

ARTICLE IX - DISSOLUTION

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organizations which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE X - RESTATEMENT OF PRIOR ARTICLES OF INCORPORATION

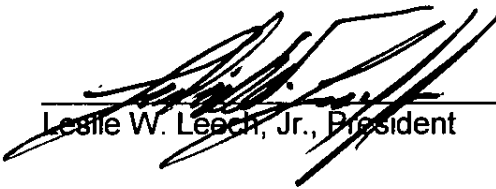
Provisions of the original Articles of Incorporation regarding commencement of corporate existence and any other provision required by law to be retained or included in Articles of Incorporation, are restated and all other portions of the original Articles of Incorporation and amendments thereto are hereby deleted.

ARTICLE XI - INDEMNIFICATION

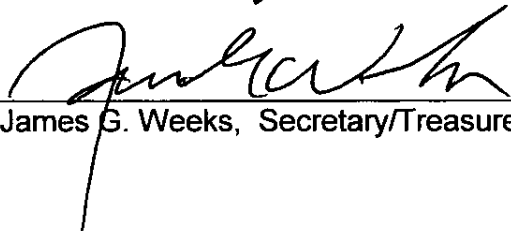
This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

These Amended Articles of Incorporation were duly adopted by unanimous majority vote of 3 Directors and sole member present at the special meeting held June 20, 2011. the amended Articles are hereby adopted this 20th day of June, 2011.

IN WITNESS WHEREOF, the undersigned has executed these amended and restated Articles of Incorporation this 20th day of June, 2011.



Leslie W. Leech, Jr., President



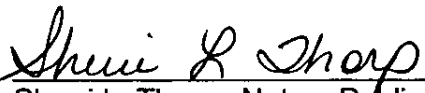
James G. Weeks, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF Miami-Dade

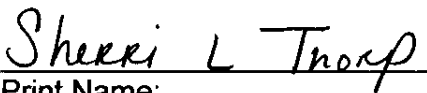
The foregoing instrument was acknowledged before me by Leslie W. Leech, Jr., and James G. Weeks, President and Secretary respectively of the corporation, who are personally known to me and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said county and State this 20th day of June 2011.

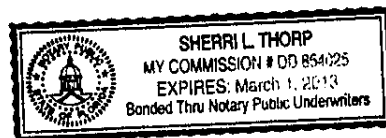
My Commission Expires:



Sherri L. Thorp, Notary Public



Print Name:
NOTARY PUBLIC



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

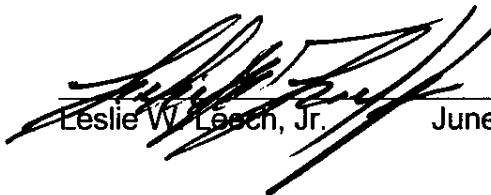
Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: United Cerebral Palsy of Sarasota-Manatee, Inc.

2. The name and address of the registered agent and office is:

Leslie W. Leech, Jr.
9040 Sunset Drive, Suite 70A
Miami, Florida

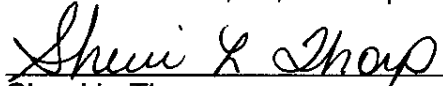
HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Leslie W. Leech, Jr. June 20, 2011

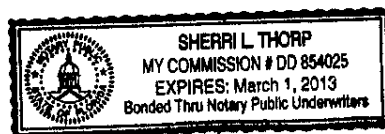
STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE me this 20th day of June 2011, by Leslie W. Leech, Jr., who is personally known to me, and who did take an oath.



Sherri L. Thorp
NOTARY PUBLIC

My Commission Expires:



Articles of Amendment
to
Articles of Incorporation
of

FILED
2011 JUN 28 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

United Cerebral Palsy of Sarasota-Manatee, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

740625

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

United Cerebral Palsy of Southwest Florida, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

9040 Sunset Drive

Miami, FL 33173

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

9040 Sunset Drive

Miami, FL 33173

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____

(Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

The date of each amendment(s) adoption: June 20, 2011

(date of adoption is required)

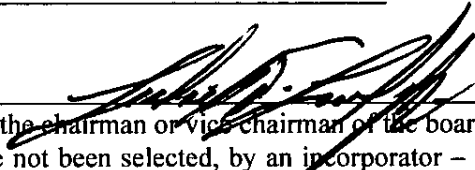
Effective date if applicable: July 1, 2011

(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 June 20, 2011

Signature 
(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)

Leslie W. Leech, Jr.
(Typed or printed name of person signing)

President
(Title of person signing)