

746328

April 23, 2001

Florida Department of State
Department of Corporations
PO Box 1500
Tallahassee, Florida 32302-1500

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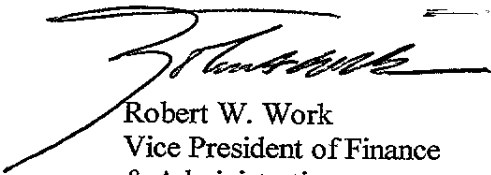
Dear Sir or Madam:

Please find enclosed updated copies of the Bi-Laws and amendment to the Articles of Incorporation for SunriseArc of Lake County, Inc.

Sunrise Arc's corporate document number is 746328.

We have enclosed a check for \$35.00 filing. Please contact me if you have any questions or require any additional information.

Sincerely,



Robert W. Work
Vice President of Finance
& Administration

FILED
01 MAY -2 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Called-
Advised returning
bylaws - added
date of adoption
4/18/01 Jf*

*Amend
+ NIC*

S. PAYNE MAY 2 - 2001

FILED

01 MAY -2 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUNRISE ARC OF LAKE COUNTY, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

A. Article I is amended to read as follows:

ARTICLE 1- NAME

The name of this organization shall be SunriseArc of Lake County, Inc., a corporation not for profit. The corporation shall have perpetual existence.

The place of business for the corporation shall be Lake County, Florida, with offices at 12340 CR 44, Leesburg, Florida, 34788, or at some other location as may be designated from time to time by the Board of Directors.

B. Article III is amended to read as follows:

ARTICLE III - MEMBERS.

SECTION 1. QUALIFICATIONS.

The members of the corporation will be determined according to the qualifications contained in the by-laws of the corporation.

SECTION 2. INCIDENTS OF MEMBERSHIP AND VOTING RIGHTS.

The Board of Directors will promulgate a schedule of dues, rights and benefits of membership. The schedule may be amended from time to time by the Board of Directors. No member will be deemed to have any rights other than as expressly provided herein. Members of the corporation will not have voting rights.

C. Article V is deleted.

D. Article VI is amended to read as follows

ARTICLE VI - BOARD OF DIRECTORS.

SECTION 1. POWERS.

The Board of Directors will have all powers authorized to them by law to handle the affairs of the corporation.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS.

The number of Directors will be no less than fifteen (15) and not more than twenty-five (25) and shall be members in good standing of the corporation prior to installment in office. Not more than one-half (1/2) of the members of the Board of Directors may be an immediate family member of persons receiving supports or services from the corporation. For purposes of this section, immediate family member means a parent-child or sibling relationship. No employee of the corporation may serve as a director, excepting the President/Chief Executive Officer who shall not vote.

SECTION 3. REGULAR MEETINGS

The Board of Directors will hold regular meetings at such time and place as determined by Board of Directors.

SECTION 4. QUORUM.

A majority of the members of the Board of Directors will constitute a quorum for the transaction of business.

SECTION 5. ELECTION OF DIRECTORS.

Directors will be elected as provided in the corporation's by-laws.

SECTION 6. COMPENSATION.

No director will receive any compensation for his or her duties as director.

E. Article VII is amended to read as follows:

ARTICLE VII - OFFICERS.

SECTION 1. DESIGNATION OF OFFICERS.

The corporation will have the following officers:

1. A chair;
2. A chair-elect;
3. A vice-chair;
4. A secretary; and
5. A treasurer.

SECTION 2. POWERS AND DUTIES.

The officers of the corporation will have all powers inherent in their position and as provided by law. The duties of the officers are as provided in the corporation's by-laws.

SECTION 3. QUALIFICATION.

The officers of the corporation will be members of the Board of Directors and must satisfy all requirements necessary to serve as a director. No employee of the corporation may serve as an officer, except the President/Chief Executive Officer who shall not vote.

SECTION 4. ELECTION.

Officers of the corporation will be elected as provided in the by-laws.

SECTION 5. TERMS OF OFFICE.

The terms of office for officers of the corporation will be as provided in the by-laws.

F. Article VIII is deleted.

G. Article IX is amended to read as follows:

ARTICLE IX- AMENDMENTS TO THE ARTICLES OF INCORPORATION
AND BY-LAWS

The Articles of Incorporation and By-Laws of the corporation may be amended by a two-thirds (2/3's) vote of the Board of Directors.

SECOND: The date of adoption of the amendments was:
4/16/01.

THIRD: The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

SunriseArc of Lake County, Inc.

By: JCBowling
J.C. Bowling, Chair

Date: 3/21/01