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Division of Corporations

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Page 1 of 1

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December 21, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GOODWILL INDUSTRIES-MANASOTA, INC.

P.O. BOX 1640

BRADENTON, FL 34206-1640US

SUBJECT: GOODWILL INDUSTRIES-MANASOTA, INC.

REF: 756677

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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

Irene Albritton
Regulatory Specialist II

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P.O BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GOODWILL INDUSTRIES-MANASOTA, INC.**

I, the undersigned, do hereby subscribe my name to these Amended and Restated Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I
NAME, ADDRESS AND REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be **GOODWILL INDUSTRIES-MANASOTA, INC.**, a Florida not-for-profit corporation (the "Corporation"). The address of the Corporation's principal place of business, and its mailing address is P. O. Box 1640, Bradenton, Florida 34206-1640. The street address of the Corporation's registered agent is 7501 15th Street East, Sarasota, Florida 34243, and the name of the Corporation's registered agent is Robert W. Rosinsky. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

**ARTICLE II
OBJECTIVES AND PURPOSES**

The general objective and purpose of this Corporation shall be as follows:

(1) The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions and providing services to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future Federal tax code.

(2) To provide rehabilitation services, training, employment and opportunities for personal growth as an intermediate step in the rehabilitation and education process for persons with handicaps, disabilities and disadvantages and other barriers to employment, to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith.

(3) To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and to enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.

(4) To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.

(5) To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Directors

Fax Audit # (((H12000299086 3)))

In accordance with its published or adopted By-Laws. This corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.

(6) Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

(7) As a fundamental element of its membership's global mission, the Corporation may provide Goodwill services or associated products to other goodwill organizations, nonprofit organizations and commercial enterprises outside the boundaries of its territory, assigned by Goodwill Industries International, Inc. upon mutual agreement between the Boards of Directors of the related organizations. Such activity is considered to be carried on for the intended purpose of the Organization. A member is a non-profit organization that has signed a Member Agreement with Goodwill Industries-International, Inc.

(8) The territory assigned to this Corporation by Goodwill Industries International, Inc. includes Manatee, DeSoto, Hardee and Sarasota Counties in Florida, with such changes therein as may from time to time be made by Goodwill Industries International, Inc. Any territorial dispute between the Corporation and any other Goodwill Industries is to be submitted to Goodwill Industries International, Inc. for arbitration.

ARTICLE III TERM OF EXISTENCE

This Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida, or by the vote of its Directors, as provided in the Bylaws of this Corporation.

ARTICLE IV NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of these Amended and Restated Articles of Incorporation is:

Clifford L. Walters, Esq.
802 11th Street West
Bradenton, Florida 34205

ARTICLE V DIRECTORS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: Chairman, President/CEO, Secretary and Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

Fax Audit # (((H12000299086 3)))

The Board of Directors shall consist of not less than three (3) nor more than twenty-four (24) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

At any meeting of the Directors, a majority of the then elected Board of Directors shall constitute a quorum.

ARTICLE VI NAMES OF DIRECTORS AND OFFICERS

The names and addresses of the current directors who are to serve as directors until the next annual meeting of the Corporation or their successors are elected and qualified are:

David Bassett
Morgan Stanley Smith Barney
1401 Manatee Avenue, West
Bradenton, Florida 34205

Steve Boone
Boone, Boone, Boone, Koda & Froom, P.A.
P. O. Box 1596
Venice, Florida 34284

Ed Chiles
Chiles Restaurant Group
P.O. Box 1478
Anna Maria, Florida 34216

Marlow Cook
700 John Ringling Boulevard
Apartment E106
Sarasota, Florida 34236

Peter Crowley
RE/MAX Alliance Group
2000 Webber Street
Sarasota, Florida 34239

Debbie Douglas
7566 Albert Tillinghast Drive
Sarasota, Florida 34240

Rick Fawley
Fawley Bryant Architects
5391 Lakewood Ranch Boulevard, North
Suite 300
Sarasota, Florida 34240

Fax Audit # (((H12000299086 3)))

Andy Gregory
DesChamps & Gregory
P.O. Box 1101
Bradenton, Florida 34206

W. Stuart Gregory
DesChamps & Gregory
P.O. Box 1101
Bradenton, Florida 34206

Bill Isaac
FTI Consulting
1209 Westway Drive
Sarasota, Florida 34236

Don Lawson
Lawson Group Architects, Inc.
4910 Lakewood Ranch Boulevard
Sarasota, Florida 34240

Charlie Lenger
Tropex Plants
3220 Whitfield Avenue
Sarasota, Florida 34243

Art McClellan
First United Methodist Church
104 South Pineapple Avenue
Sarasota, Florida 34236

John McKay
John McKay, Inc.
P.O. Box 111
Bradenton, Florida 34206

Bob Morris
Ramar Group Companies
P.O. Box 20708
Sarasota, Florida 34276

Rob Morris
Certified Fleet Services
4523 Northgate Court
Sarasota, Florida 34234

Drayton Saunders
Michael Saunders & Company
100 South Washington Boulevard
Sarasota, Florida 34236

Fax Audit # (((H12000299086 3)))

Clifford L. Walters
Blalock Walters, P.A.
802 11th Street, West
Bradenton, Florida 34205

Don Roberts
Goodwill Industries-Manasota, Inc.
7501 15th Street, East
Sarasota, Florida 34243

The names and addresses of the current officers who are to serve as officers until the next annual meeting of the Corporation or until their successors are elected and qualified are:

Charlie Lenger	Chairman
Donald L. Roberts	President/CEO
John McKay	Secretary
John McKay	Treasurer
Steve Boone	Chairman-Elect

ARTICLE VII AMENDMENT OF THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of a quorum of members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees shall become and be taken as part of, these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Article VIII and Article IX of these Articles of Incorporation.

ARTICLE VIII RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

(1) Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Fax Audit # (((H12000299086 3)))

(2) Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(3) Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(4) Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

(5) Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(6) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IX **DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means (provided that the Corporation may cure an inadvertent administrative dissolution for failure to timely file its annual report within thirty (30) days of actual notice of same), all assets of the Corporation shall immediately be vested in Goodwill Industries International, Inc. for the purposes of reestablishing Goodwill Industries or similar work in the same area served by this Corporation. If the assets of the Corporation are not distributed to Goodwill Industries International, Inc., then all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein.

ARTICLE X **INDEMNIFICATION**

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation,

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partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE XI AUTHORIZATION

The foregoing Amended and Restated Articles of Incorporation were approved and ratified and requisite number of votes cast by the Directors at a meeting held on December 19, 2012 in accordance with Section 617.0721 and 617.0824 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes. There are no members.



Clifford L. Walters, Esq., Incorporator

Having been named as 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.



Robert W. Rosinsky