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BASIC AMENDMENT

CENTER AGAINST SPOUSE ABUSE, INC.

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ARTICLES OF AMENDMENT
OF
CENTER AGAINST SPOUSE ABUSE, INC.

The undersigned corporation (the "Corporation"), in accordance with the Florida Business Corporation Act and its Articles of Incorporation, hereby adopts the following Amended & Restated Articles of Amendment:

1. Corporation Name: The name of the Corporation is: COMMUNITY ACTION STOPS ABUSE, INC., formerly known as CENTER AGAINST SPOUSE ABUSE, INC.

2. Amendment. This Corporation's Articles of Incorporation is hereby amended and restated in its entirety so as to read, after amendment, as follows:

See Exhibit "A" Attached.

3. Adoption. The Amendment has been adopted by approval of the directors/members of the Corporation on March 19, 2003, pursuant to §617.1002, Florida Statutes. The number of votes cast for the Amendment was sufficient for approval.

4. Effective Date. The Amendment shall become effective on March 19, 2003.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 19th day of March, 2003.

CENTER AGAINST SPOUSE ABUSE, INC.
a Florida Not for Profit corporation

By: Mark S. Kamleiter
Mark Kamleiter, President

Attest: Astrid Ellis
Astrid Ellis, as Secretary

Prepared by:
Marilyn M. Polson
Fisher & Sauls, P.A.
100 Second Avenue South
St. Petersburg, Florida 33701
(727) 822-2033

EXHIBIT "A"

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COMMUNITY ACTION STOPS ABUSE, INC.**

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is COMMUNITY ACTION STOPS ABUSE, INC., and its mailing address is PO Box 414, St. Petersburg, FL 33731.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized and shall be operated exclusively for the purposes of establishing, operating, maintaining and providing services for victims/survivors of domestic violence and their children, including shelter, basic living needs, advocacy, counseling, information and referral, crisis intervention, supervised visitation, transitional housing, community education, prevention, early intervention and other related supportive services.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 **Net Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 **Activities.** 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 any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (ii) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under Part I of Chapter 617 of the Florida Statutes.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence commenced on April 22, 1981.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution or liquidation of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6: MEMBERS

The members of the Corporation shall be made up of the members of the Board of Directors.

ARTICLE 7: SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Lynn H. Ball	6105 2nd Street South St. Petersburg, FL 33705
Marjorie Craig	5901 Grove Street South St. Petersburg, FL 33705
Kally Harvard	2710 12th Street South St. Petersburg, FL 33714

ARTICLE 8: OFFICERS

8.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

8.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

8.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

<u>OFFICER</u>	<u>TITLE</u>	<u>ADDRESS</u>
Lynn H. Ball	President	6105 2nd Street South St. Petersburg, FL 33705
Marjorie Craig	Vice President	5901 Grove Street South St. Petersburg, FL 33705

Kally Harvard Secretary-Treasurer 2710 12th Street South
St. Petersburg, FL 33714

8.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 9: BOARD OF DIRECTORS

9.01 Defined. The Corporation shall be governed by a Board of Directors each of whom shall be a member of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than nine or more than 21.

9.02 Term. Directors shall hold their offices for two years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify. Directors may serve three consecutive terms in accordance with policies of the Board.

9.03 Number. The number of Directors constituting the initial Board of Directors are 16 persons, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lynn Ball	6105 2 nd Street South St. Petersburg, FL 33705
Marjorie Craig	5901 Grove Street South St. Petersburg, FL 33705
Kally Harvard	2710 12 th Street North St. Petersburg, FL 33714
Ray Keener	6926 10 th Avenue North St. Petersburg, FL 33702
Starin Shouppe	505 20 th Avenue North St. Petersburg, FL 33704
Rev. Herman Fisher	2612 12 th Street North St. Petersburg, FL 33703
James D. Bailey	2037 Carolina Avenue NE St. Petersburg, FL 33704
Peter Christopher	1080 14 th Avenue North St. Petersburg, FL 33701
Roy Deeb	5035 7 th Avenue North

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St. Petersburg, FL 33710

Ethel Haskins 4740D Beach Drive SE
St. Petersburg, FL 33705

Frederich Hunter 4316 5th Avenue North
St. Petersburg, FL 33713

Irwin Kasanof 230 57th Avenue South
St. Petersburg, FL 33705

Michael F. Novilla 3806 Central Avenue
St. Petersburg, FL 33711

Virginia Rowell 140 4th Street North
St. Petersburg, FL 33701

Peter Schatzel 8879 15th Lane North
St. Petersburg, FL 33702

Sister Rita Marie 515 4th Street South
St. Petersburg, FL 33701

**ARTICLE 10: ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS:
APPLICATION THEREOF**

10.01 The officers or Directors of the Corporation may accept on its behalf any designated grant, contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation shall at all times reserve all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 12: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten

days prior to such meeting.

ARTICLE 13: INDEMNITY OF OFFICERS AND DIRECTORS

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 14: REGISTERED AGENT

The Corporation's current registered agent maintains an office at 100 Second Avenue South, St. Petersburg, Florida 33701, and the registered agent thereat shall be Marilyn M. Polson.