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764234

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LUTHERAN SERVICES FLORIDA, INC.**

Doc #: 764234

These Amended and Restated Articles of Incorporation of Lutheran Services Florida, Inc., a Florida not for profit corporation (the "Corporation"), dated as of January 21, 2010, are being duly executed and filed by Samuel M. Sipes, its president, to amend and restate the Corporation's Articles of Incorporation, which were originally filed on July 21, 1982, amended in September of 1987, and further amended on February 2, 1998. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I

Name

The name of the corporation is: Lutheran Services Florida, Inc..

ARTICLE II

Perpetual Existence

The corporation shall have perpetual existence.

ARTICLE III

Purposes, Powers, Restrictions

Section I. Purposes. The Corporation is organized and shall be operated exclusively for educational and charitable and purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to:

- (i) To serve as a common social agency for Lutheran jurisdictional units bringing the Gospel and ministrations of Christian love to those who may be served.
- (ii) To be affiliated with other Lutheran organizations.
- (iii) To develop and maintain service programs of Christian social ministry as needs are demonstrated and resources permit.
- (iv) To work in close cooperation with other health and welfare agencies.
- (v) To establish and maintain strong and productive church-agency relationships through a firm dedicated witness.
- (vi) To provide consultative services to congregations and participate in coordinating programs which may be sponsored by the church and community.
- (vii) To provide such other services within the meaning of Section 501 (c) (3) of the Code as shall be determined by the directors of the Corporation.

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Section II. Powers. In furtherance of the foregoing purposes and subject to the restrictions set forth in Section 3 of this Article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section III. Restrictions Upon the Powers of Members and Others. No part of the net earnings of the Corporation shall inure to the benefit of any member (unless such member is an organization described in Section 501 (c) (3) of the Code), director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member (unless such member is an organization described in Section 501 (c) (3) of the Code), director, or officer of the Corporation, or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

ARTICLE IV **Membership**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V **Board of Directors**

The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

ARTICLE VI **Indemnification**

Any former, present, or future director or officer of the Corporation and any former, present, or future director or officer of any other corporation serving as such at the request of the Corporation because of the Corporations' interest in such other corporation, or the legal representative of any such director or officer, shall be indemnified by the Corporation against reasonable costs, expenses (exclusive of any amount paid to the Corporation in settlement) and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such director or officer or his or her legal representative may be made party by reason of his or her being or having been such director or officer; provided (1) said action, suit or proceeding shall be prosecuted against such director or officer or against his or her legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he or she acted outside the scope of his or her authority in the performance of his or her duties as such director or officer; or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such director or officer or his or her legal representative without a final determination on the merits, and it shall be determined by the Board of Directors or in such other manner as may be provided by the bylaws that such director or officer had not in any substantial way acted outside the scope of his or her authority in the performance of his or her duties as charged in such action, suit or proceeding. The privilege and power conferred by this Article shall be in addition to, and not in restriction or limitation of, any other privilege or power which a

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corporation of the State of Florida may have with respect to the indemnification or reimbursement of directors or officers.

ARTICLE VII

Bylaws

The bylaws of the Corporation shall be adopted by the Board of Directors. Such Board shall have power to alter, amend or repeal the bylaws from time to time. Such bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with law or these articles, as the same may from time to time be further amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member (unless such member is an organization described in Section 501 (c) (3) of the Code), director or officer of this Corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE VIII

Amendments

The Board of Directors shall have the power to alter or amend these articles of incorporation by a two-thirds vote of the directors present and voting at any annual meeting of the Corporation or at a special meeting called for that purpose provided that at least thirty days notice shall have been given to all such directors setting forth the proposed amendment or amendments. Proposed changes to these articles of incorporation that relate to the criteria for affiliation as shall from time to time be established by the Lutheran churches shall be submitted to the corporate members for approval.

ARTICLE IX

Dissolution

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Code, or to the federal, state, or local government for exclusive public purpose, as further provided in the bylaws.

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CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Lutheran Services Florida, Inc. (1) contain amendments that do not require member approval, (2) were approved by the directors on January 21, 2010, and (3) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 21 day of January, 2010.

Lutheran Services Florida, Inc.

By: 

Name: Samuel M. Sipes

Title: President