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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 DEC 17 PM 4:28

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2001 JAN 13 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amend & N.C.

G. G. G. G.

JAN 14 2004

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

National Special Needs

Signature _____

Requested by: SW 12/17

Name _____

Date _____

Time _____

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____ Art of Inc. File _____
____ LTD Partnership File _____
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✓ ____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
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____ Certificate of Status _____
____ Certificate of Fictitious Name _____
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____ UCC 11 Retrieval _____
____ Courier _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 17, 2003

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: THE NATIONAL SPECIAL NEEDS NETWORK FOUNDATION, INC.
Ref. Number: N00000000988

RE-SUBMIT

PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
ON JAN 13 AM 9:22
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF STATE

We have received your document for THE NATIONAL SPECIAL NEEDS NETWORK FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

Still need { If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 903A00067687



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

Jan. 13, 2004
December 17, 2003

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

SUBJECT: THE NATIONAL SPECIAL NEEDS NETWORK FOUNDATION, INC.
Ref. Number: N00000000988

RECEIVED
JAN 19 9:19
STATE DEPARTMENT OF
CORPORATIONS
FLORIDA

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Still need

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Cheryl Coulliette
Document Specialist

Letter Number: 903A00067687

* This still needs to be in a doc., I corrected heading of doc. for you taking off new name from title -

AMENDMENT TO ARTICLES OF INCORPORATION OF
The **NATIONAL SPECIAL NEEDS NETWORK FOUNDATION, INC.**

DOCUMENT NUMBER: N00000000988
FEI NUMBER: 650981102

FILED
2001 JAN 13 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Officer and Director, as duly designated representative of the Board of Directors of the Corporation, **and in accordance with a unanimous vote of the Board taken November 22, 2003**, for the purpose of perpetuating a corporation under Chapter 617, Florida Statutes, does hereby adopt the following **Amendments** to the Articles of Incorporation of **THE NATIONAL SPECIAL NEEDS NETWORK FOUNDATION, INC.:** There are no members or members entitled to vote on the amendment.

ARTICLE I: NAME CHANGE

The name of the Corporation is hereby changed to **RETIRED SENIORS OF AMERICA FOUNDATION, INC.**

ARTICLE II: DURATION

The period of duration of the Corporation is perpetual unless dissolved according to law. Corporate existence shall be presumed to have commenced upon the filing of the original Articles of Incorporation on February 15, 2000.

ARTICLE III: AMENDED PURPOSE

The purpose of the Corporation is to promote the establishment of appropriate financial and other supportive services for persons over the age of sixty-five years and persons with developmental or acquired disabilities.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or auxiliary to the foregoing business.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of

any future United States Internal Revenue law.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the Corporation.

ARTICLE V: AMENDMENT TO REGISTERED OFFICE AND AGENT

The amended registered office and agent of the Corporation will be **JEFFREY H. MINDE, ESQ.** of **JEFFREY H. MINDE, ATTORNEY AND COUNSELOR AT LAW, P.A.**, 4613 N. University Drive #242, Coral Springs, Florida 33067. The amended principal office of the Corporation will be **c/o JEFFREY H. MINDE, ATTORNEY AND COUNSELOR AT LAW, P.A.**, 4613 N. University Drive #242, Coral Springs, Florida 33067.

ARTICLE VI: AMENDED BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the Corporation is four (4) initially. The method of election of directors is stated in the by-laws of the Corporation. The name and address of each person who is to serve as a member of the amended Board of Directors is:

ALLAN B. DOMBROW 5434 West Sample Road #239 Margate, FL 33079	DIRECTOR
--	-----------------

JEFFREY H. MINDE 4613 N. University Drive # 242 Coral Springs, FL 33067	DIRECTOR
--	-----------------

KENNETH S. TUCKER 22289 Timberly Drive Boca Raton, FL 33428	DIRECTOR
--	-----------------

THOMAS J. MALLOY 409 E. 64 th Street #4E New York, New York 10021	DIRECTOR
---	-----------------

ARTICLE VII: NON-STOCK BASIS

The Corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or

local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE IX: AMENDMENTS

The Corporation reserves the right to amend or repeal and provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE X: CORPORATE POWERS

The Corporation shall have all corporate powers as stated in 617.0302, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Officer and Director has executed these Amendments to these Articles of Incorporation this 5th day of January 2004.


JEFFREY H. MINDE
DIRECTOR

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the above-mentioned 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.

The name of the Corporation is **RETIRED SENIORS OF AMERICA FOUNDATION, INC.**

The name and address of the registered agent and office is **JEFFREY H. MINDE, ESQ.**, 4613 N. University Drive #242, Coral Springs, Florida 33067.

HAVING BEEN NAMED AS REGISTERED AGENT TO AND 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 ALL MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



JEFFREY H. MINDE, ESQ./
REGISTERED AGENT

1/5/04
Date