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Division of Corporations

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## Florida Department of State

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Amended and Restated Articles

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MANASOTA ASSOCIATION FOR RETARDED CITIZENS, INC.**

(A Not-for-Profit Corporation)

I certify that the following Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors on February 5, 2008 in accordance with Section 617.0821; Florida Statutes. I further certify that the members of the corporation approved these Amended and Restated Articles of Incorporation on February 26, 2008.

In accordance with Section 617.1007, Florida Statutes, the articles of incorporation of Manasota Association For Retarded Citizens, Inc. are hereby amended and restated to read in their entirety as follows:

**ARTICLE I. NAME**

The name of the corporation is: Manasota Association For Retarded Citizens, Inc.

**ARTICLE II. ADDRESS**

The street address of the principal office of the corporation is:

3659 Cortez Road West, Suite 130  
Bradenton, Florida 34210

The street address of the mailing address of the corporation is:

3659 Cortez Road West, Suite 130  
Bradenton, Florida 34210

**ARTICLE III. DURATION AND COMMENCEMENT**

The corporation commenced on March 1, 2000, and will exist perpetually.

**ARTICLE IV. PURPOSE**

The charitable and educational purposes of the corporation shall be:

- a. Promote the general welfare of persons with developmental disabilities in Manatee County and surrounding area;
- b. Develop and provide appropriate day and residential services for those persons we serve;
- c. Provide parental support;
- d. Serve as a resource for information and education for the community;

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e. Provide habilitation services and opportunities for personal growth with a goal of integration into the community;

f. Encourage research related to the persons we serve; and

g. Cooperate with all public, private, professional, and religious organizations in the furtherance of these ends.

h. To provide advice and aid to the parents, guardians or custodians of persons with disabilities in an effort to aid in the solution of any problems, both on a short term and a long term basis;

i. To cooperate with all Federal, State and local governments in serving the disabled and/or other handicapped persons through joint planning, evaluation and programs and services;

j. To solicit and receive funds for the establishment and operation of the programs and services of the corporation, in keeping with the purpose and objectives of the corporation; and

k. This Corporation is a not-for-profit, non-political, non-sectarian organization. No part of any net earnings shall inure to the benefit of any member or individual, and no member of the board of directors shall receive any compensation for his/her services as a member of the Board.

#### ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code of 1986, and the corresponding provisions of any future federal tax laws (the "Code")), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

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ARTICLE VI. REGISTERED OFFICE AND AGENT

The corporation designates 3659 Cortez Road West, Suite 130, Bradenton, Florida 34210, as the street address of the registered office of the corporation and names Jim Doherty the corporation's registered agent at that address to accept service of process within this state.

ARTICLE VII. BOARD OF DIRECTORS

The corporation's board of directors shall consist of not less than and not more than 12 individuals, seven of which are designated as the "PARC Board Members," and five of which are designated as the "MARC Board Members." The method of election or appointment of the directors shall be as provided in the bylaws. The names and addresses of the current directors are:

## (a) PARC Board Members:

<u>Name</u>	<u>Address</u>
Marty Medley	3190 Tyrone Boulevard North St. Petersburg, Florida 33710
David Pilkington	3190 Tyrone Boulevard North St. Petersburg, Florida 33710
Eric Branson	3190 Tyrone Boulevard North St. Petersburg, Florida 33710
Phil Powell	3190 Tyrone Boulevard North St. Petersburg, Florida 33710
Constantine ("Tino") Mastry	3190 Tyrone Boulevard North St. Petersburg, Florida 33710
Johnnie Guest	3190 Tyrone Boulevard North St. Petersburg, Florida 33710
Paul Trice	3190 Tyrone Boulevard North St. Petersburg, Florida 33710

## (b) MARC Board Members:

<u>Name</u>	<u>Address</u>
Robert Lombardo	3659 Cortez Road West, Suite 130 Bradenton, Florida 34210
Fran Padgett	3659 Cortez Road West, Suite 130 Bradenton, Florida 34210
Christine Smith	3659 Cortez Road West, Suite 130 Bradenton, Florida 34210

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Lisa Bradley

3659 Cortez Road West, Suite 130  
Bradenton, Florida 34210

Frank Manica

3659 Cortez Road West, Suite 130  
Bradenton, Florida 34210ARTICLE VIII. MEMBERS

The corporation shall have one member, The Pinellas Association for Retarded Children, a Florida not for profit corporation. Such member shall have the rights and powers provided in the bylaws.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the corporation, the assets shall be distributed to an organization that provides services in the greater Tampa Bay area to the developmentally disabled and is an exempt organization within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 the purposes herein designated.

ARTICLE X. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.


(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

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ARTICLE XI. AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended or repealed as set forth in the Bylaws.

The undersigned officer, for the purpose of amending and restating the Articles of Incorporation under the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation this 20<sup>th</sup> day of March, 2008.

By:   
Jim Doherty, President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091 AND 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 617.0501, FLORIDA STATUTES, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATE: March 20, 2008

SIGNATURE:   
Jim Doherty, Registered Agent