

N00000002655

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& TAYLOR**

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THE OAK POINT PROFESSIONAL CENTER
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VERO BEACH, FLORIDA 32963

October 5, 2000

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*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA

FILED
00 OCT -9 PM 4:53
TALLAHASSEE, FLORIDA
TELEPHONE
(561) 231-4440
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(561) 231-4430

Florida Department of State
ATTN: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/09/00--01091--030
*****43.75 *****43.75

RE: Fresh Start of Indian River County, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Amendment and Restatement for the captioned entity for filing. Also enclosed is a check in the amount of \$43.75 representing the filing fee of \$35.00 for the Amendment and \$8.75 for one certified copy of same.

I have enclosed a self-addressed, stamped envelope for your convenience in mailing the certified copy to me.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Amend + Restate Arts
11-8-00
AMS

A. Dawn Massarelli

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Legal Assistant

Enclosure

cc: Tim Zorc, w/ enclosure

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November 2, 2000

TELEPHONE
(561) 231-4440
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Florida Department of State
Division of Corporations
ATTN: Doug Spitler, Document Specialist
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment and Restatement for
Fresh Start of Indian River County, Inc.

Dear Mr. Spitler:

Enclosed please find your letter dated October 17, 2000 with regard to the captioned matter. In that regard, I have added the appropriate member/board of directors language to paragraph B on page 3.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,



A. Dawn Massarelli
Legal Assistant

Enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 17, 2000

ROSSWAY, MOORE & TAYLOR
THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1-A, SUITE 200
VERO BEACH, FL 32963

SUBJECT: FRESH START OF INDIAN RIVER COUNTY INC.
Ref. Number: N00000002655

We have received your document for FRESH START OF INDIAN RIVER COUNTY INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 900A00054338

RECEIVED
00 NOV -6 AM 10:41
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION OF
FRESH START OF INDIAN RIVER COUNTY, INC.,**
a Florida not-for-profit corporation

FILED
00 OCT -9 PM 4:53
TALLAHASSEE, FLORIDA

FRESH START OF INDIAN RIVER COUNTY, INC., a Florida not-for-profit corporation (hereinafter called the "corporation"), hereby certifies that:

A. The corporation was incorporated on April 17, 2000 under the name "Fresh Start of Indian River County, Inc." These Articles of Amendment and Restatement are hereby amended in accordance with Section 617.1007, Florida Statutes. The Corporation's Articles of Incorporation are hereby amended to read in their entirety as hereinafter set forth by deleting Articles 1 – VI therefrom and by substituting in lieu thereof new Articles 1 – IX, as follows:

ARTICLE I

The name of this corporation shall be "FRESH START OF INDIAN RIVER COUNTY, INC." and it shall be referred to herein as the "Corporation."

ARTICLE II

Purposes and Limitations

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501 (c)(3) of the Internal Revenue Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 these Articles of incorporation.

3. No 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.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of

ARTICLE III
Dissolution of the Corporation

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation (as described Chapter 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the corporation under conditions requiring return, as described in Chapter 617.1406(3)(b) of the Florida Statutes) to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (as described in Chapter 617.1406(3)(c) of the Florida Statutes). In furtherance of the foregoing, any such plan of distribution shall be in accordance with the terms of Chapter 617.1406 of the Florida Statutes.

Any such assets not so disposed of shall be disposed of by the Circuit Court to have jurisdiction over matter occurring in the County in which the principal office of the Corporation is then located, exclusively for distribution to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

ARTICLE IV
Membership; Directors and Election of Directors

The Corporation shall be organized on a non-stock basis and shall have no members.

The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The Board of Directors will be elected under a method to be stated in the bylaws of the Corporation.

ARTICLE V
Registered Agent

The name and address of the initial registered agent and registered office are:

Maynard Sweigard
460 61st Avenue
Vero Beach, Florida 32968

ARTICLE VI
Initial Principal Office

The address of the initial principal office of the Corporation (which is the same as the street address) is: 4560 30th Avenue, Vero Beach, FL, 32967.

ARTICLE VII
Indemnification

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the fullest extent permitted by any applicable law, including, but not limited to the provisions of Chapter 617.0831 of the Florida Statutes.

ARTICLE VIII
Amendment

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE IX
Incorporation of Definition of Terms

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended."

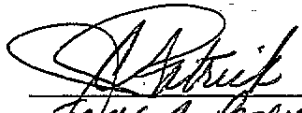
B. The Corporation operates without members. Therefore, by written action, unanimously taken by the Board of Directors on September 27, 2000 pursuant to and in accordance with Section 617.1002, Florida Statutes, the Board of Directors duly advised and approved the foregoing Articles of Amendment and Restatement.

IN WITNESS WHEREOF, Fresh Start of Indian River County, Inc. has caused these presents to be executed in its name and on its behalf by its President and attested by its Secretary this ____ day of September, 2000, and its President acknowledged that these Articles of Amendment and Restatement are the act and deed of Fresh Start of Indian River County, Inc. and under the penalties of perjury, that the matters and facts set forth

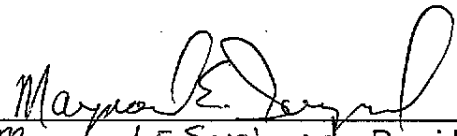
herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

FRESH START OF INDIAN RIVER COUNTY,
INC.



James C. Patrick, Secretary

By: 

Maynard E. Sveigard, President

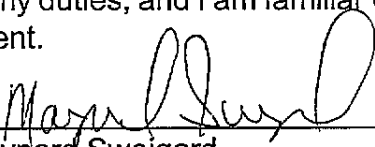
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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.

1. The name of the corporation is "FRESH START OF INDIAN RIVER COUNTY, INC."
2. The name and address of the registered agent and office is:

Maynard Sweigard
460 61st Avenue
Vero Beach, FL 32968

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.



Maynard Sweigard

September 27, 2000