

N0000006255

ORANGE COUNTY EDUCATIONAL SOCIAL WORKER'S ASSOCIATION, INC.

OCESWA, Inc.
P.O. Box 1487
Windermere, FL 34786

August 7, 2002

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*****43.75 *****43.75

Board Members
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CHAIRPERSON

Victor Garcia

Re: D.N. N00000006255

VICE CHAIRPERSON

Susan Moncrief

To Whom It May Concern,

SECRETARY

Gwen Pendarvis

Our Organization needs to amend the Articles of Incorporation, filed in your office under the above number, to complete requirements for tax exemption under Section 501(C)(3) of the Internal Revenue Code.

TREASURER

Jan Ebel

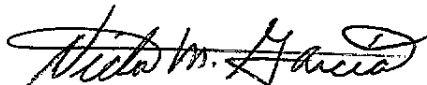
MEMBER AT LARGE

Cathy Williams

Therefore, we are submitting the amended Articles and a copy of the "Agreement to Amend" as required by the Federal Government. We are also enclosing a copy of the letter from your office assigning us the above number. Also enclosed is a check in the amount of \$43.75 (\$35.00 filing fee and \$8.75 for the Certified Copy).

We would appreciate it if you could review the enclosed documents and provide us with the certified copy as soon as possible as we need to forward to the Federal Government by the end of this month.

Very truly yours,



Victor Garcia

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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T. Lewis 9/3/02

ORANGE COUNTY EDUCATIONAL SOCIAL WORKER'S ASSOCIATION, INC.

August 7, 2002

Florida Department of State
Division of Corporations
Thelma Lewis, Corporate Specialist Supervisor
P.O. Box 6327
Tallahassee, Florida 32314

Board Members

Re: Letter Number 402A00048963

CHAIRPERSON

Victor Garcia

Dear Ms. Lewis,

VICE CHAIRPERSON

Susan Moncrief

SECRETARY

Gwen Pendarvis

TREASURER

Jan Eberl

MEMBER AT LARGE

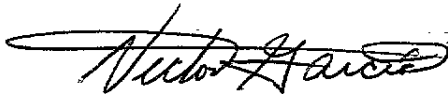
Cathy Williams

As per your instruction in the above-mentioned letter the language required by the IRS was incorporated in the Amended and Restated Articles of Incorporation of Orange County Educational Social Workers' Association, Inc. (see article IV, A B C and D). We have also enclosed a certificate of adoption of the Amended Articles.

We would appreciate it if you could review the enclosed documents and provide us with the certified copy as soon as possible as we need to forward to the Federal Government. If there is any question please

contact me at (407) 737-1490 ext. 261.

Very truly yours,



Victor Garcia





FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 20, 2002

VICTOR GARCIA
ORANGE COUNTY EDUCATIONAL SOCIAL WORKERS
P. O. BOX 1487
WINDERMERE, FL 34786

SUBJECT: ORANGE COUNTY EDUCATIONAL SOCIAL WORKERS'
ASSOCIATION, INC.
Ref. Number: N00000006255

We have received your document for ORANGE COUNTY EDUCATIONAL SOCIAL WORKERS' ASSOCIATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Amended and Restated Articles of Incorporation does not contain the language required by the IRS. The information in the Agreement from the IRS must be incorporated in the Amended and Restated Articles.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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

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) 245-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 402A00048963

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ORANGE COUNTY EDUCATIONAL SOCIAL WORKERS' ASSOCIATION, INC.

In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

WHEREAS, the original article filed with the Secretary of State contained certain scrivener's errors, and these amended and restated articles are hereby filed to correct those errors; now therefore:

ARTICLE I

The name of the corporation ("Corporation") is ORANGE COUNTY EDUCATIONAL SOCIAL WORKERS' ASSOCIATION, INC.

ARTICLE II

The existence of the corporation shall begin on September 15, 2000.

ARTICLE III

The street address of the principal office of the Corporation is 549 Mills Avenue So. Orlando, Florida 32801.

ARTICLE IV

The purposes of the corporation shall be to serve as a non-profit organization to provide unity and assistance to its members, and to provide for, facilitate, and enhance the educational, physical, social and economic needs of students with limited financial resources, together with any and all other and further lawful purposes permitted under the Florida nonprofit corporation; provided, however, that unless the members elect to convert the corporation into a for profit corporation by the requisite vote or other actions, those purposes shall be further limited to those permitted to non-profit entities under the Federal tax laws and regulations. The corporation shall have all powers permitted under chapter 617, Fla. Stat., provided, however, that unless the members elect to convert the corporation into a for profit corporation by the requisite vote or other actions, those powers shall be further limited to those permitted to non-profit entities under the Federal tax laws and regulations.

- a. The organization is organized exclusively for charitable, religious, educational, and/ or scientific purposes under section 501 (c) of the Internal Revenue Code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the

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TALLAHASSEE, FLORIDA

services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any federal tax code.

- c. Upon the 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, 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 Court of Common Pleas of the county in which the principal office of the organization 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.
- d. Article V and any reference to the authorization and issuance of shares of stock shall be stricken from the existing Articles of Incorporation.

ARTICLE V

Each member shall be entitled to one vote on all matters on which members have the right to vote. The qualifications for membership shall be fixed by the bylaws of the Association.

ARTICLE VI

The initial street address of the Corporation's registered office is 549 Mills Avenue So. Court Orlando, Florida, 32801. The initial registered agent for the Corporation at that address is Susan Moncrief.

ARTICLE VII

The initial board of directors shall consist of three members. The names and address of the persons who will serve on the initial board of directors are:

Seat 1:

Susan Moncrief
549 Mills Avenue So.
Orlando, Florida 32801

Seat 2:

Victor Garcia
10849 Norcross Circle
Orlando, Florida 32825

Seat 3:

Carmen Showen
2723 Grantham Court
Orlando, Florida 32835

The Seat 1 director shall serve for a term of one year or until replaced by election as provided below or otherwise. The Seat 2 director shall serve for a term of two years or until replaced by election as provided below or otherwise. The Seat 2 director shall serve for a term of two years or until replaced by election as provided below or otherwise. The directors following the initial directors shall be elected as follows:

- A. At the first meeting of the corporation's members which falls during the month of August first and closest following the date which is one year after the date of execution if these articles (or such other meeting after that one year period which shall be designated by bylaws or otherwise as the "Annual Meeting"), an election shall be held for the director who shall occupy Seat 1 for the following year. The successor director shall be elected by a majority of those members present in person or by proxy at that meeting. The term of the initial director holding Seat 1 shall expire, and newly elected director shall take office immediately upon, conclusion of the tabulation of the ballots and announcement of the winner by the chair. Subsequent elections for Seat 1 shall be held at two year intervals. The newly elected Seat 1 director shall serve for a term of two years or until replaced by election or otherwise.
- B. At the first meeting of the corporation's members which falls during the month of August first and closest following the date which is two years after the date of execution if these articles (or such other meeting after that two year period which shall be designated by bylaws or otherwise as the "Annual Meeting"), an election shall be held for the director who shall occupy Seat 2. The successor director shall be elected by a majority of those members present in person or by proxy at that meeting. The term of the initial director holding Seat 2 shall expire, and newly elected director shall take office immediately upon, conclusion of the tabulation of the ballots and announcement of the winner by the chair. Subsequent elections for Seat 2 shall be held at two year intervals. The newly elected Seat 2 director shall serve for a term of two years or until replaced by election or otherwise.
- C. At the first meeting of the corporation's members which falls during the month of August first and closest following the date which is three years after the date of execution if these articles (or such other meeting after that two year period

which shall be designated by bylaws or otherwise as the "Annual Meeting"), an election shall be held for the director who shall occupy Seat 3. The successor director shall be elected by a majority of those members present in person or by proxy at that meeting. The term of the initial director holding Seat 3 shall expire, and newly elected director shall take office immediately upon, conclusion of the tabulation of the ballots and announcement of the winner by the chair. Subsequent elections for Seat 3 shall be held at two year intervals. The newly elected Seat 3 director shall serve for a term of two years or until replaced by election or otherwise.

ARTICLE VIII

The names and street addresses of the persons signing these articles of incorporation are:

Carmen Showen
2723 Grantham Court
Orlando, Florida 32835

ARTICLE IX

The corporation may indemnify its directors, officers, employees, and agents to the fullest extent permitted by law, if, on a case by case basis, a majority of the board determines that indemnification is in order in the best interests of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 26 day of August, 2002.

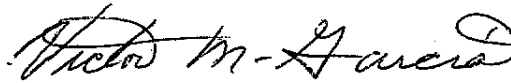
Having been named to accept service of process for ORANGE COUNTY EDUCATIONAL SOCIAL WORKERS ASSOCIATION, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.617.0501(3).

Name: Susan M. Mumby
Date: 8/26/02

CERTIFICATE OF ADOPTION OF AMENDED
AND RESTATED ARTICLES OF INCORPORATION OF
ORANGE COUNTY EDUCATIONAL SOCIAL WORKERS' ASSOCIATION, INC.

I, Victor Garcia, duly elected and serving president of the ORANGE COUNTY EDUCATIONAL SOCIAL WORKERS' ASSOCIATION, INC., hereby certify that, at a meeting held on August 7, 2002, the membership of the Association duly voted to adopt the "CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ORANGE COUNTY EDUCATIONAL SOCIAL WORKERS' ASSOCIATION, INC." and ratified the "Action By Written Consent of Directors of ORANGE COUNTY EDUCATIONAL SOCIAL WORKERS' ASSOCIATION, INC." to adopt the Amended and Restated Articles of Incorporation for the Association. A true copy of the Amended and Restated Articles is attached.

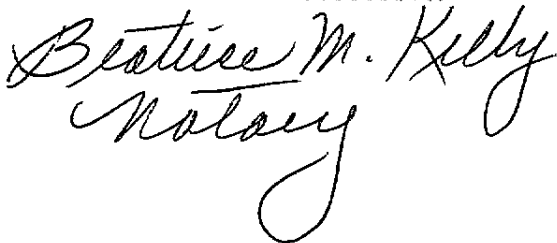
Dated this 26th day of August, 2002.



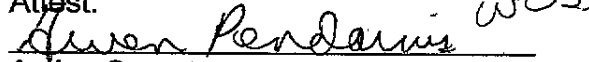
Victor Garcia
President

(SEAL)




Notary

Attest:


Acting Secretary