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**EXECUTIVE  
SERVICE  
CORPS**  
of Southeast Florida



Board of Directors

Robert Irving  
*President*

Murray J. Green  
*Vice President*

Richard L. Fleischer  
*Secretary*

William Wolfson  
*Treasurer*

Theodore Walden,  
Ph.D.  
*Board Member*

Stanley Sherman  
*Board Member*

May 22, 2003

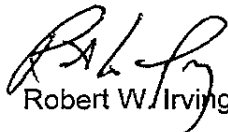
Division of Corporations  
Amendment Division  
State of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

Re: N01000004489  
Executive Service Corps of Southeast Florida, Inc.

Enclosed are the Amended and Restated Articles of Incorporation for the Executive Service Corps of Southeast Florida, Inc. together with check number 1010 in the amount of \$43.75 to cover the filing fee plus a certified copy, to be returned to

Robert W. Irving, President  
700 South Dixie Highway, Suite 201  
West Palm Beach, FL 33401

Sincerely,

  
Robert W. Irving, President

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
EXECUTIVE SERVICE CORPS OF SOUTHEAST FLORIDA, INC.  
N01000004489**

These Amended and Restated Articles of Incorporation were **adopted March 11, 2003** by the Corporation's Board of Directors pursuant to Section 617.1007, Florida Statutes. None of the amendments require member approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation.

**Article I. Name**

If no old name is listed below, the name of this Florida not-for-profit corporation has not been changed. If the current name listed below differs from the old name, the current name will become effective upon the filing of this document.

Current Name: **EXECUTIVE SERVICE CORPS OF SOUTHEAST FLORIDA, INC.**

**Article II. Address**

The mailing address of the Corporation is:

**Executive Service Corps of Southeast Florida, Inc.  
700 South Dixie Highway, Suite 201  
West Palm Beach, FL 33401**

**Article III. Purpose**

To the extent permitted by Code Section 501(c)(3) the Corporation is organized exclusively for one or more of the following purposes: religion, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

**Article IV. Membership**

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirement established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

**Article V. Registered Agent**

The name and address of the registered agent of the Corporation is:

**Robert W. Irving  
700 South Dixie Highway, Suite 201  
West Palm Beach, FL 33401**

**Article VI. Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of (or to be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities

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except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 590(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942(d), retain any excess business holding as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code 4944 or make any taxable expenditures as defined in Code Section 4945(d).

#### **Article VII. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

**Robert W. Irving, President**  
**Murray J. Green, Vice President**  
**Richard L. Fleischer, Secretary**  
**William Wolfson, Treasurer**  
**Theodore Walden, Director**  
**Stanley Sherman, Director**

#### **Article VIII. Dissolution**

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3).

#### **Article IX. Corporate Existence**

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation (**June 26, 2001**).

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

**Executive Service Corps of Southeast Florida, Inc.**

By:  \_\_\_\_\_

Name: **Robert W. Irving**

Title: **President**

Date: **May 22, 2003**