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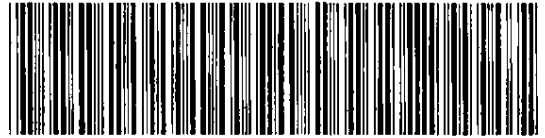
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Independent Living Foundation, Inc.

DOCUMENT NUMBER: NO1 000005329

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tim Horkan
(Name of Contact Person)

c/o Independent Living Foundation
(Firm/ Company)

2709 ART MUSEUM DRIVE
(Address)

Jacksonville, FL 32207
(City/ State and Zip Code)

Bethm@theILRC.ORG
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tim Horkan at 904-613-1613
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
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Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

17 JUL 2018 10:18

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**OF
INDEPENDENT LIVING FOUNDATION, INC.**

This document sets forth the amended and restated Articles of Incorporation of Independent Living Foundation, Inc. (the "corporation" and/or the "Foundation"), as adopted unanimously by the corporation's Board of Directors at its regular meeting on December 20, 2017, and ratified at its regular meeting on January 17, 2017.

The corporation was originally incorporated on as a Not-for-Profit Corporation, pursuant to Chapter 617 Florida Statutes, pursuant to Articles of Incorporation filed on July 27, 2001. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

ARTICLE I
Name

The name of the corporation shall be: **INDEPENDENT LIVING FOUNDATION, INC.**

ARTICLE II
Corporate Location

As stated in the corporation's original Articles of Incorporation filed on July 27, 2001, the street address of the initial principal office of the corporation is:

2709 Art Museum Drive
Jacksonville, FL 32207

and the name of the initial registered agent of the corporation is:

Marcia Randall
2709 Art Museum Drive
Jacksonville, Florida 32207

ARTICLE III
Purposes, Objectives, Powers

The corporation is organized and shall be operated exclusively for the following purposes:

1. To encourage, promote and support the goals, purposes and objectives of the Opportunity Development, Inc., a Florida Not-for-Profit corporation also known as the ILRC of Northeast Florida.

2. To encourage, promote, and support other local, state or national organizations and programs that will assist persons with disabilities to live independently.
3. To encourage, support, publish and distribute educational materials, conduct educational forums, lectures and seminars for the purpose of improving the living and working conditions for persons with disabilities.
4. To obtain private support for assisting persons with disabilities to live independently.
5. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objectives and purposes, any property, both real and personal of whatever kind, nature or description.
6. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objectives and purposes of the Foundation may require, subject to such limitations as may be prescribed by law.
7. To apply for, register, obtain, purchase, lease, license or otherwise acquire, hold, own, use, operate, develop and to introduce, sell, assign, mortgage, pledge or otherwise dispose of in any manner with reference to copyrights, patents, designs and similar rights granted by or recognized under the laws of the United States or any state or subdivision thereof, and all rights connected therewith.
8. To borrow money, to make, accept, endorse, execute and issue promissory notes and other obligations of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust.
9. To solicit private funds to be expended as directed by the donor, except where such direction would impair the classification of the Foundation as a tax-exempt, non-profit organization under the laws of the United States or the State of Florida.
10. To solicit public funds from the State of Florida. All public funds received from the State of Florida shall be segregated. Such funds shall be managed and expended subject to the purview of the State of Florida Auditor General, as well as the applicable laws of the State of Florida and the rules and regulations of the donor state agency.
11. To solicit public funds from the United States of America. All public funds received from the Federal Government shall be segregated. Such funds shall be managed and expended subject to the purview of the United States Auditor General, as well as the applicable laws of the United States and the rules and regulations of the supervising Federal Agency.
12. To comply with the rules and regulations authorized by Section 501(c)(3) of the Internal Revenue Code. The purposes for which the Independent Living Foundation, Inc. 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 Code. Notwithstanding any other provisions 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. 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 shall be distributed to such federal, state or local government for such purpose. Any such assets not so disposed of shall be

disposed of by a court of competent jurisdiction of the county in which the principal offices of the organization is then located.

ARTICLE IV

Term of Existence

This corporation shall have perpetual existence.

ARTICLE V

Subscribers

The names and addresses of the subscribers to the corporation's original Articles of Incorporation filed on July 27, 2001 are as follows:

Mr. Chip Wilson
3672 Beamble Rd.
Jacksonville, FL 32210

Ms. Beverly Jackson
2236 Bayview Rd.
Jacksonville, FL 32210

ARTICLE VI

Officers

The corporation shall have a President, a Vice President, a Secretary-Treasurer. There shall be such additional vice presidencies and assistant officers as the Board of Directors shall, in its discretion, determine. The offices of the President and Secretary-Treasurer may not be filled by the same individual; otherwise, individuals may hold dual offices. The President, Vice-President and Secretary-Treasurer, as the Executive Committee, shall manage the affairs of the corporation.

As stated in the corporation's original Articles of Incorporation filed on July 27, 2001, each of the following named individuals shall serve in the offices set opposite their names below, until the first annual meeting of the Board of Directors:

<u>NAME</u>	<u>OFFICE</u>
Mr. Chip Wilson	President
Ms. Beverly Jackson	Vice-President
Ms. Marcia Randall	Secretary-Treasurer

The duties, qualifications, manner and time of elections, and terms of offices for the officers of the corporation shall be as prescribed by the Bylaws of the Foundation.

ARTICLE VII

Membership

Corporate members shall be officers and board of directors of the Foundation.

ARTICLE VIII

Board of Directors

The corporate powers of the Foundation shall be vested in Board of Directors, shall not be less than three (3) and not more than twenty-one (21) members, as shall be provided in the Bylaws. Where not inconsistent with the expressed provisions of these Articles, the Board of Directors shall have the rights, powers and privileges prescribed by the law for directors of not-for-profit corporations.

Within the standards and limitations prescribed herein, the qualifications and terms of office, manner of selection of members of the Board of Directors, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board of Directors, and the number of Directors which shall constitute a quorum at the meetings of the Board of Directors shall be prescribed by the Bylaws of the corporation.

The Board of Directors may appoint an individual to serve as Executive Director of the Foundation, and shall prescribe the manner of appointment, the term of office, duties and compensation for the Executive Director. The Executive Director may be removed only by concurrence of a majority of the members of Board of Directors.

The Board of Directors, by majority vote at any properly constituted meeting shall fill such vacancies as may occur on the Board and may remove members of the Board in accordance with the Bylaws of the corporation. The Board of Directors, by majority vote of those present at any properly constituted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

ARTICLE IX

Indemnification

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members of the Executive Committee or officers, their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their being or having been director, members of the Executive Committee, or officers, except in relation to matters as to which any such director, member of the Executive Committee or officer of person shall be adjudged in any action, suit, or proceeding to be liable for his/her own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements or otherwise.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by a concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present and ratified by the membership at its next regular meeting, and provide, also, in case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

ARTICLE XI

Bylaws

Bylaws of the corporation shall be approved, altered, rescinded, or amended by concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present, and ratified by two-thirds of the membership at its next regular meeting, and provided, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

ARTICLE XII

Dissolution


Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations that shall be then qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of the corporation.

ARTICLE XIII

Non-Stock Basis

The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not-for-Profit Corporation Act and shall not have the power to issue shares of any type or class.

IN WITNESS WHEREOF, the undersigned director of the corporation has affixed her signature hereto as of this 17th day of January, 2017.



Celia Weeks
Chair, Board of Directors

Attest:


Susan DeLong
Corporation Secretary-Treasurer

CERTIFICATE REGARDING RESTATEMENT OF ARTICLES OF INCORPORATION OF
INDEPENDENT LIVING FOUNDATION, INC.
(a Florida Not-For-Profit Corporation)

Pursuant to Section 617.1007, Florida Statutes, the undersigned hereby certifies that:

1. The Amended and Restated Articles of Incorporation of Independent Living Foundation, Inc. executed by me on this day and provided to the Florida Division of Corporations for filing (the "Restatement") contains an amendment to the articles of incorporation requiring member approval.
2. The information required by s. 617.1006 is as follows:
 - a. The name of the corporation is Independent Living Foundation, Inc.
 - b. The Restatement contains amendments to Articles II, III, IV, V, VIII, IX, XI and XII. The text of each amendment adopted is shown on the 5-page exhibit attached hereto (deletions are shown as strikethroughs and additions are shown as underlines).
 - c. Members are not entitled to vote on proposed amendments. The amendments were adopted by the Board of Directors of the corporation on December 17, 2017 by a vote of 5-0.

IN WITNESS WHEREOF, the undersigned director of the corporation has affixed her signature hereto as of this 17th day of January, 2017.



Celia Weeks
Chair, Board of Directors

Attest:



Susan DeLong
Corporation Secretary-Treasurer