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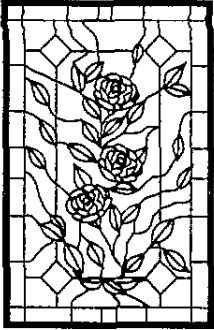
Amended/Restated/cc
⑩ 6/25/03



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FILED
03 JUN 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



H. Stratton Smith III, P.A.

ATTORNEY AT LAW

OLD HYDE PARK 611 W. AZEELE ST. TAMPA, FLORIDA USA 33606-2205

June 17, 2003

FILED
03 JUN 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: The Institute for Community Collaboration, Inc.

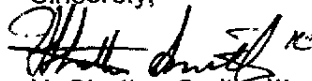
Gentlemen:

Enclosed please find the original of the Amended and Restated Articles of Incorporation for the above named corporation for filing. Please provide us with a certified copy.

Also enclosed is our firm's check payable to the Florida Secretary of State in the amount of \$43.75 representing the filing fee of \$35.00, together with \$8.75 for the certified copy.

Thank you for your assistance.

Sincerely,


H. Stratton Smith, III

HSS:vld
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

THE INSTITUTE FOR COMMUNITY COLLABORATION, INC.

FILED
03 JUN 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a majority of the Directors of The Institute for Community Collaboration, Inc., hereby files this, the Amended and Restated Articles of Incorporation of the Institute for Community Collaboration, Inc. as a non-profit corporation under Florida Statutes Chapter 617, the Corporation Not For Profit Act of the State of Florida.

I ARTICLE - NAME

The name of the Corporation is The Institute for Community Collaboration, Inc.

II ARTICLE - DURATION

This corporation shall exist perpetually.

III ARTICLE - PURPOSE

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IV ARTICLE – NON-STOCK CORPORATION

The Corporation shall have no stock and no dividends shall be declared or paid.

V ARTICLE – APPOINTMENT OF DIRECTORS

Directors shall be appointed in accordance with the By-Laws of the Corporation.

VI ARTICLE – BOARD OF DIRECTORS

A. Powers. All Corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

B. Number. The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the By-laws but shall never be less than five (5) voting members. Notwithstanding the maximum number of directors permitted under the By-laws, it is the declared intention of the Corporation, that the number of directors be no larger than minimally necessary in order to properly carry on the activities of the Corporation.

C. Election; Removal. Directors shall be elected or removed in accordance with the procedure provided in the By-laws.

D. Compensation. Directors shall be compensated in accordance with the procedure provided in the By-laws.

E. Resignations. Directors shall resign in accordance with the procedure provided in the By-laws.

F. Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting of members and/or until their successors shall have been elected and qualified are as follows:

- (1) Jose A. Riesco
2801 Ponce de Leon Boulevard
Suite 1000
Coral Gables, Florida 33134
- (2) Carlton Moore
100 N. Andrews Avenue
Fort Lauderdale, Florida 33301
- (3) Ilene Lieberman
Government Center
115 South Andrews Avenue
Fort Lauderdale, Florida 33301
- (4) Michael Blynn
17701 Biscayne Boulevard, Suite #200
Aventura, FL 33160
- (5) George Neugent
25 Ships Way
Big Pine Key, Florida 33043

G. Property. The Board of Directors shall administer and distribute the property held by this Corporation in accordance with the purposes of this Corporation as defined in Article III and the applicable provisions of the By-laws.

VII ARTICLE – INITIAL REGISTERED OFFICE & AGENT

The initial registered office shall be at Suite 200, 3099 East Commercial Blvd, Ft. Lauderdale, FL 33308. The initial registered agent at that office shall be Sam Goren, Esq. Suite 200, 3099 East Commercial Blvd, Ft. Lauderdale, FL 33308.

VIII ARTICLE - AMENDMENTS

These Articles may be amended by a majority vote of the Board of Directors.

IX ARTICLE - MEMBERSHIP

This corporation shall not have membership.

X ARTICLE - OFFICERS

The Corporation shall have the following officers: President, Vice President, Secretary and Treasurer. Two (2) or more of the above officers may be held by the same person. The Board of Directors shall select a Chairman from among its members, who shall also serve as President. The Board shall select persons to hold the remaining offices. Terms of office shall be the same as the terms for Directors as established in the corporate By-Laws.

XI ARTICLE - BY-LAWS

The By-Laws of the Corporation shall be made, altered or rescinded by the majority vote of the Board of Directors.

XII ARTICLE - LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Three hereof. No substantial 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

XIII ARTICLE – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 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 such purposes.

IN WITNESS WHEREOF, the undersigned incorporators, directors, and registered agent has executed these Articles of Incorporation this 2 day of June, 2003.



Jose A. Riesco, Director



Carlton Moore, Director



Ilene Lieberman, Director



Michael Blynn, Director



George Neugent, Director

STATE OF FLORIDA
COUNTY OF BROWARD

I, hereby certify that **JOSE A. RIESCO, CARLTON MOORE, ILENE LIEBERMAN, MICHAEL BLYNN, GEORGE NEUGENT** personally appeared before me this day and acknowledged due execution of the foregoing instrument.

WITNESS my hand and official seal this 2 day of June, 2003

My Commission Expires:



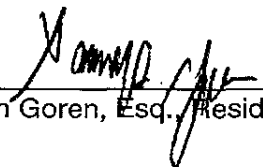


NOTARY PUBLIC - State of Florida

**ACCEPTANCE OF REGISTERED AGENT
FOR INSTITUTE FOR COMMUNITY COLLABORATION, INC.**

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.

Date: 6/2/03

 6/2/03
Sam Goren, Esq., Resident Agent

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

OF

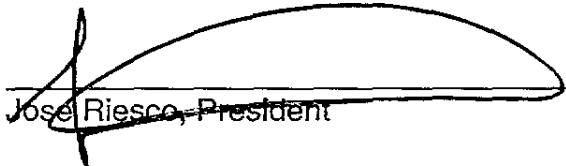
THE INSTITUTE FOR COMMUNITY COLLABORATION, INC.

THE INSTITUTE FOR COMMUNITY COLLABORATION, INC., a Florida corporation, under its corporate seal and the hand of its President, Jose Riesco, and Secretary, Michael Blynn, hereby certifies that:

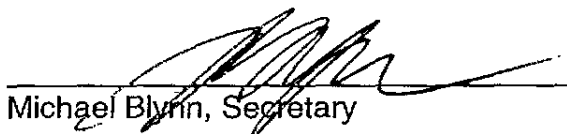
The Board of Directors of said corporation, at a special meeting called and held the 2 day of June, 2003, unanimously adopted the following resolution:

BE IT RESOLVED by the Board of Directors of THE INSTITUTE FOR COMMUNITY COLLABORATION, INC., a Florida corporation, that the Articles of Incorporation filed with the Secretary of State on January 26, 2002, be amended, changed and altered in their entirety effective this day by filing with the Secretary of State the attached Amended and Restated Articles of Incorporation of Institute For Community Collaboration, Inc.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be filed in its name by its President and the Corporate Seal to be affixed hereunto this 2 day of June, 2003.



Jose Riesco, President



Michael Blynn, Secretary

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME personally appeared **JOSE RIESCO** and **MICHAEL BLYNN**, to me well-known and known to me to be the persons described in and who executed the foregoing instrument as President and Secretary of THE INSTITUTE FOR COMMUNITY COLLABORATION, INC., a Florida corporation, and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2 day of June, 2003.



Notary Public - State of Florida

My Commission expires:

Personally Known ; OR Produced Identification _____

Type of Identification Produced: _____

Affix Seal Below:

