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BASIC AMENDMENT
SHERIFF'S RESERVE UNIT, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 11, 2003

SHERIFF'S RESERVE UNIT, INC.
3333 20TH STREET
VERO BEACH, FL 32960

SUBJECT: SHERIFF'S RESERVE UNIT, INC.
REF: N02000004240

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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.

If the corporation is a PROFIT corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a NOT FOR PROFIT corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000333416
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AMENDED
ARTICLES OF INCORPORATION
OF
SHERIFF'S RESERVE UNIT, INC.
Not-For-Profit Corporation

ARTICLE I - NAME

The name of the not-for-profit corporation shall be as follows:

Sheriff's Reserve Unit, Inc.

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ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of this not-for-profit corporation shall be: 1600 South U.S. Highway 1, Fort Pierce, Florida 34954.

ARTICLE III - PURPOSE

The purpose for which the not-for-profit corporation is organized is to assist the St. Lucie County, Florida Sheriff's office in providing personnel and financial assistance in order to make the St. Lucie County, Florida Sheriff's office more efficient and effective.

ARTICLE IV - MEMBERSHIP

Membership in this not-for-profit corporation shall be limited to those individuals who, by their acts, have displayed an active interest in the furtherance of the purpose for which this not-for-profit corporation is formed.

ARTICLE V - MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be as follows: directors shall be elected annually by the members.

ARTICLE VI - INITIAL DIRECTORS/OFFICERS

There should be no less than one and no more than seven directors. The initial directors shall be:

Vernon D. Smith, 1600 1600 South U.S. Highway 1, Fort Pierce, Florida 34954;
E. Rollins Brown, II, 211 South Second Street, Fort Pierce, Florida 34954; and
Ed Lounds, Route 8, Box 763-L, Fort Pierce, Florida 33451.

The president, secretary and treasurer shall be those listed in the most recent annual report to the Secretary of State.

ARTICLE VII - SUBSEQUENT REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the subsequent registered agent shall be E. Rollins Brown II, Esq., whose office and mailing address is 3333 20th Street, Vero Beach, Florida 32960.

ACCEPTANCE OF REGISTERED AGENT

E. Rollins Brown II, Esq, whose street address is 3333 20th Street, Vero Beach, Florida 32960, and whose mailing address is 3333 20th Street, Vero Beach, Florida 32960, having been designated as the Registered Agent to accept service of process for the above stated not-for-profit corporation, at the place designated in this Article, is familiar with and accepts the obligations of the position of Registered Agent under section 607.0505, Florida Statutes.

Dated: Dec. 11, 2003

By: E. Rollins Brown II

E. ROLLINS BROWN II, ESQ., Registered Agent

ARTICLE VIII - INCORPORATOR

The name, street address, and mailing address of the incorporator to these Articles of Incorporation are as follows:

E. Rollins Brown II, Esq
3333 20th Street
Vero Beach, Florida 32960

ARTICLE IX - NON-PROFIT RESTRICTIONS

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the organization 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 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 provisions 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 future federal tax 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 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.

This Article was adopted by the Members on June 4, 2002 and a vote upon such matter was carried with enough votes cast sufficient for approval. The other changes between this document and the originally filed Articles of Incorporation, such as the change of registered agent and the designation of officers, were approved by the Board of Directors or Membership, as appropriate, at various times prior to the filing of the corporation's Annual Report which reflected such changes.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal this 11th day of December, 2003.

By: 

E. Rollins Brown II, Esq, Vice-President