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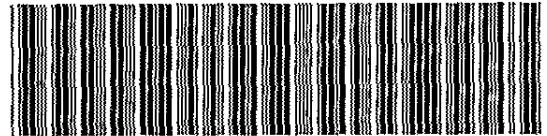
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*Amended &  
Restated  
Articles*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 560849 7148726

AUTHORIZATION :

*Patricia Pajito*

COST LIMIT : \$ 43.75

ORDER DATE : April 12, 2004

ORDER TIME : 10:48 AM

ORDER NO. : 560849-005

CUSTOMER NO: 7148726

CUSTOMER: Alicia H. Apfel, Esq.  
Alicia Hancock Apfel, Esq.  
625 Ne 52nd Street

Miami, FL 33137

DOMESTIC AMENDMENT FILING

NAME: CROSS DISABILITY  
TRANSPORTATION ISSUES  
COMMITTEE, INC.

EFFECTIVE DATE: APRIL 3, 2004

       ARTICLES OF AMENDMENT  
XX        RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
              PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
CROSS DISABILITY TRANSPORTATION ISSUES COMMITTEE, INC.  
(a Florida corporation not-for-profit).  
As Amended and Restated April 4, 2004.

FILED  
04 APR 12 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation include amendments to every Article of the Incorporation of the Cross Disability Transportation Issues Committee, Inc., a Florida not for profit corporation with its principal address at 5555 Biscayne Boulevard, 2<sup>nd</sup> Floor, Miami, Florida 33137, as filed on June 18, 2002 and were adopted pursuant to Sections 617.1002 and 617.1007, Florida Statutes (2003). The undersigned officer of the Corporation hereby acknowledges and files these Amended and Restated Articles of Incorporation with the Office of the Secretary of State of Florida, as restated by its Board of Directors on March 29, 2004 in accordance with Section 617.1007, Florida Statutes (2003). The undersigned officer hereby certifies that these Amended and Restated Articles of Incorporation contain amendments that required member approval and that the number of votes cast for the amendments on April 3 2004 were sufficient for approval in accordance with Section 617.1002, Florida Statutes (2003), the Corporation's Articles of Incorporation, as filed with the Secretary of State of Florida on June 18, 2002, and its Bylaws. These duly adopted Amended and Restated Articles of Incorporation supersede the Articles of Incorporation as filed on June 18, 2002.

ARTICLE I - NAME

The name of this corporation is Cross Disability Transportation Issues Committee, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the corporation is:  
5555 Biscayne Boulevard, 2<sup>nd</sup> Floor, Miami, Florida 33137.

### ARTICLE III - PURPOSES

A. This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes, and not for profit, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under 501(c)(3) of the Internal Revenue Code ("Code"). Such purposes shall include, but not be limited to, to obtaining safe, dependable, transportation for all the people with disabilities in Miami-Dade County. Notwithstanding any other provision of the 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 Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or any corresponding section of any future Federal tax code).

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may prescribed by law; and

(3) To borrow money, but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for popery acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. No part of the net earnings of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986. However, reimbursement for expenditures in furtherance of Section 501(c)(3) purposes or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or corresponding section

of any future Federal tax code), or to the federal, state or local government for exclusively public purposes.

#### ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE V - DIRECTORS

This corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors shall be elected by the voting membership.

#### ARTICLE VI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE VII - NAME AND OFFICE OF REGISTERED AGENT

The street address of this corporation's registered office is 11211 SW 102 Avenue, Miami, Florida 33176 and the name of this corporation's registered agent is M. Ray Marco.

IN WITNESS WHEREOF, the undersigned Officer of Cross Disability Transportation Issues Committee, Inc., a Florida not for profit corporation, have executed these Amended and Restated Articles of Incorporation effective as of this 3<sup>rd</sup> day of April March, 2004.


  
\_\_\_\_\_  
ELIZABETH MCNALLY, PRESIDENT

## ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of Cross Disability Transportation Issues Committee, Inc., the undersigned hereby certifies that she accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 617.023

Dated this 3<sup>rd</sup> day of ~~March~~<sup>April</sup> 2004.

By:

  
M. Ray Marco