

NO2000005469

SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB -4 PM 3:44



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Amended & Restated art.

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GARLAND & PADEL FORD
ATTORNEYS, P.A.

WILLIAM H. GARLAND
WILLIAM B. PADEL FORD

537 10TH STREET WEST
BRADENTON, FLORIDA 34205

(941) 748-1400
FAX (941) 748-5680

January 10, 2003

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

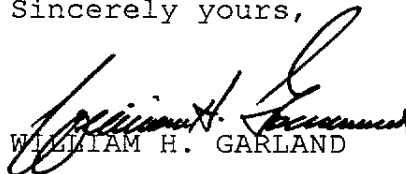
Re: Amended & Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find the Amended and Restated Articles of Incorporation of Camp Palabra, Inc. to be filed. Also included is a check in the amount of \$35.00 to cover the cost of filing the amended Articles.

Please return a copy of the amended Articles once they have been filed to my office in the self addressed stamped envelope provided. Thank you for your assistance in this matter.

Sincerely yours,


WILLIAM H. GARLAND

WHG/km
Enclosures



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 16, 2003

WILLIAM H. GARLAND
537 10TH ST. WEST
BRADENTON, FL 34205

SUBJECT: CAMP PALABRA, INC.
Ref. Number: N02000005469

We have received your document for CAMP PALABRA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 903A00002288

RECEIVED
03 FEB -4 AM 10:26
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

CAMP PALABRA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB -4 PM 3:44

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of incorporation hereby amended and restated: -

ARTICLE I: NAME

The name of the corporation is **CAMP PALABRA, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 537 10TH STREET WEST, BRADENTON, FL 34205.

ARTICLE III: PURPOSE

Said corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3).

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is WILLIAM H. GARLAND, 537 10TH STREET WEST, BRADENTON, FL 34205.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially three. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the ~~initial~~ Board is Directors is PRESIDENT/DIRECTOR - DOROTHY T. GARLAND, 7809 36TH AVENUE EAST, PALMETTO, FL 34221; VICE-PRESIDENT/DIRECTOR - PAMELA PARMENTER, 7809 36TH AVENUE EAST, PALMETTO, FL 34221; SECRETARY/TREASURER/DIRECTOR - PAULA RIDGEWELL, 8006 OAK DRIVE, PALMETTO, FL 34221.

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION AND DEDICATION OF ASSETS

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 East Virginia Street, Suite 1, Tallahassee, FL 32301.

ARTICLE X: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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 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 Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The undersigned directors have executed these amended and restated Articles of Incorporation this 4 day of January, 2002. 2003.


DOROTHY T. GARLAND


PAMELA PARMENTER

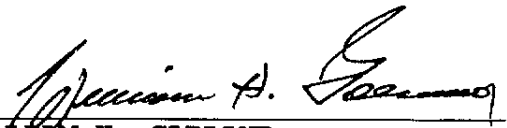

PAULA RIDGEWELL

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, this day personally appeared **WILLIAM H. GARLAND**, Attorney for CAMP PALABRA, INC., who being first duly sworn deposes and says that:

I certify that the Amended and Restated Articles of Incorporation was adopted by the Board of Directors and it does not contain any amendments requiring member approval.


FURTHER AFFIANT SAITH NAUGHT.



WILLIAM H. GARLAND,
Affiant

SWORN TO and subscribed before me this 28 day of January, 2003.





Notary Public