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BASIC AMENDMENT

SARASOTA COUNTY FOSTER/ADOPTIVE PARENT ASSOCIATION,

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 4, 2003

SARASOTA COUNTY FOSTER/ADOPTIVE PARENT ASSOCIATION, INC
2410 CASEY KEY RD
NOKOMIS, FL 34275

SUBJECT: SARASOTA COUNTY FOSTER/ADOPTIVE PARENT ASSOCIATION, INC.
REF: N02000009426

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.

Please accept our apology for failing to mention this in our previous letter.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 245-6869.

Teresa Brown
Document Specialist

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TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF**

SARASOTA COUNTY FOSTER/ADOPTIVE PARENT ASSOCIATION, INC.

These restated Articles of Incorporation are signed by the President of the corporation for the purpose of restating its Articles of Incorporation, as permitted by Florida Statutes, Chapter 617.1007, as follows:

ARTICLE I - NAME

The name of this corporation is:

SARASOTA COUNTY FOSTER/ADOPTIVE PARENT ASSOCIATION, INC.

The principal office and the mailing address of the corporation is 2410 Casey Key Road, Nokomis, FL 34275.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence commenced was December 9, 2002, and the corporation shall have perpetual existence thereafter.

ARTICLE III - MEMBER APPROVAL

The restatement was adopted by the Board of Directors and does not contain an amendment requiring member approval.

ARTICLE IV. - PURPOSE

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, but not limited to:

(a) To provide support and training to foster and adoptive parents, to encourage, help and support families in need, and to recruit new foster parents.

(b) Administering for charitable purposes, funds and property donated to the corporation;

(c) Distributing property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes, as set forth in these articles of incorporation, or in accordance with the determination made by the board of directors pursuant to these articles of incorporation;

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(d) Receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the corporation, or such other charitable, religious or educational organizations that are described in §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt from taxation under §501(a);

(e) Reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need; and

(f) Engaging in any and all lawful activities necessary or desirable for the accomplishment of any of the above described powers.

ARTICLE V. - MEMBERSHIP

The corporation shall have no members.

ARTICLE VI. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of no less than three directors. The board of directors shall be elected or appointed as provided in the bylaws. The directors of this corporation shall be LEE MEREDITH, ARLYN S. ADINOLFI, LESLIE CAMARATA and NANCY KRIZEN. The board of directors shall have the requisite power and authority which is customarily vested in corporate directors over the business and affairs of the corporation.

ARTICLE VII.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be: ARLYN S. ADINOLFI. The registered agent shall be: 900 The Rialto, Venice, FL 34285.

ARTICLE VIII. - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, but 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 II hereof. The corporation shall not carry on

propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under Section 501(c)(3) of the Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from taxation under the Code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IX. - INDEMNIFICATION

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

ARTICLE X. - INCORPORATOR

The name and address of the incorporator are as follows:

ARLYN S. ADINOLFI
900 The Rialto
Venice, FL 34285

ARTICLE XI - OFFICERS

The corporation shall be governed by a president, vice president, secretary, treasurer and any other officers which may be established by the bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws.

ARTICLE XII. - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

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ARTICLE XIII. - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by a two-thirds vote of the board of directors present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in Article VII.

ARTICLE IV. - DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under Section 501(c)(3) of the Code, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the circuit court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or such charitable organization or organizations described in Section 501(c)(3) of the Code as the court shall select.

ARTICLE XV. - NONDISCRIMINATION

The corporation shall maintain a racially nondiscriminatory admission and operations policy for all of its educational activities and will not discriminate against applicants or students on the basis of race, color, national or ethnic origin.

ARTICLE XVI. - DEFINITIONS

For purposes of these articles, "charitable purposes" include educational, religious, scientific, public and other purposes, contributions to which are deductible under Section 170(c) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

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IN WITNESS WHEREOF, the incorporators have has signed these articles of incorporation on September 9/15/03, 2003.


LEE MEREDITH, President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the articles, 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.

DATED: September 15, 2003.


ARLYN S. ADINOLFI

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