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CAIR FLORIDA HOLDING COMPANY, INC.

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Amend & Restate*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAIR FLORIDA HOLDING COMPANY, INC.**

The sole Member of CAIR Florida Holding Company, Inc. (the "Corporation") voted on August 7, 2006, to amend and restate the Articles of Incorporation of the Corporation, and such unanimous member vote was sufficient to approve the amendment and restatement of the Articles of Incorporation of the Corporation. The undersigned, acting on the authority of the sole Member and the Board of Directors of the Corporation, pursuant to Florida Statutes Section 617.1007, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be CAIR Florida Holding Company, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be 8056 N. 56th Street, Tampa, Florida 33617.

ARTICLE III - PURPOSES

The purposes for which the Corporation is formed are all purposes permitted by Section 617, Florida Statutes, including but not limited to the following purposes:

(a) To exist and operate solely for scientific, educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), as applicable, and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual.

(b) To operate without regard to race, creed, age, sex, religion or national origin.

(c) To carry out its functions such that no substantial part of this Corporation's activities 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 distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) In carrying out the purposes stated above, the Corporation shall operate exclusively for the support and benefit of, to be responsive to the needs of, to perform one or more of the functions of, and to assist in carrying the purposes of CAIR.

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Florida, Inc., a publicly supported organization described in Sections 501 (c) (3) and 509 (a) (1) of the Code.

ARTICLE IV - POWERS

This Corporation shall have the following powers:

(a) To have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

(b) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(c) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Code.

ARTICLE V - DISSOLUTION OR LIQUIDATION

In the event of dissolution of this Corporation or the winding up of its affairs, or other liquidation of its assets, this Corporation's property shall not be conveyed to any organization created or operated for profit or to an individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of this Corporation to such other organization or organizations that are exempt from federal income tax under Section 501 (c) (3) of the Code and that are created and operated for nonprofit purposes similar to those of the Corporation.

ARTICLE VI - DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least three (3) members or such other number as hereafter required by Section 617.0803, Florida Statutes, or any subsequent statute regarding the number of directors of a not for profit corporation. The method of election shall be as stated in the Bylaws of the Corporation.

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ARTICLE VII – MEMBER

The sole member of the Corporation shall be CAIR Florida, Inc. (the "Sole Member"). The membership interest in the Corporation shall not be transferable. The membership interest shall immediately terminate upon the dissolution, bankruptcy or insolvency of the Sole Member.

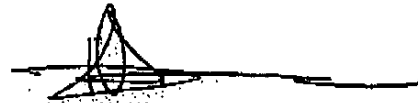
ARTICLE VIII – REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the registered agent are Parvez Ahmed, 8056 N. 56th Street, Tampa, Florida 33617.

ARTICLE IX – AMENDMENTS

The Corporation may amend, alter or repeal any provision if these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

The undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 7th day of August, 2006.



Parvez Ahmed, President

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, CAIR Florida Holding Company, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

The name of the corporation is CAIR Florida Holding Company, Inc.

The name and address of the registered agent and office are Parvez Ahmed, 8056 N. 56th Street, Tampa, Florida 33617.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, PARVEZ AHMED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. PARVEZ AHMED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.


Parvez Ahmed

Date

8/6/06