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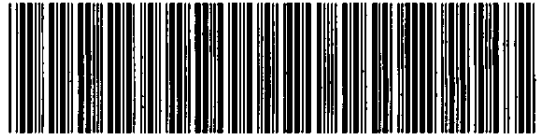
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10 MAR -4 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Rest -

C. COULLIETTE

MAR 19 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Volunteer USA Foundation, Inc.

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Roxann Campbell

Name of Person

Volunteer USA Foundation, Inc.

Firm/Company

516 N. Adams St.

Address

Tallahassee, FL 32301

City/State and Zip Code

roxann.campbell@volunteerusafund.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roxann Campbell

Name of Person

at (850)

562-5300

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☒ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VOLUNTEER USA *Foundation, Inc.*

Doc #: N07000007325

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of Volunteer USA Foundation, Inc., a Florida not for profit corporation (the "Corporation"), dated as of February 25, 2010, are being duly executed and filed by Liza McFadden, its president, to amend and restate the Corporation's original articles of incorporation, which were filed on July 25, 2007. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I
NAME

The name of this Corporation shall be: Volunteer USA Foundation, Inc. The principal address of this Corporation shall be: 516 North Adams Street, Tallahassee, Florida 32301.

ARTICLE II
ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit.

ARTICLE III
PURPOSE

The purpose for which this Corporation is organized are exclusively charitable, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code") and the Regulations promulgated thereunder, being principally to help strengthen societal fabric in important ways. The Corporation will incubate and grow effective research-based programs that will improve the quality of life of those served. The goal is to work with new and existing nonprofits whose passion is to make their community a better place through volunteerism and educational programs. The Corporation will have national and international presence with Florida serving as its headquarters. Toward that end, the Corporation shall be empowered to have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above.

Other provisions of these Amended and Restated Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken, by: a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or b) a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

Notwithstanding the powers and purposes enumerated in these Amended and Restated Articles of Incorporation, the Corporation shall be restricted as follows: no part of the net earning of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting on or more if its purposes), and no Board member shall be assigned the Corporation's assets upon dissolution of the Corporation.

ARTICLE IV TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to the law.

ARTICLE V QUALIFICATIONS OF BOARD OF DIRECTORS

The qualifications of the Board of Directors of the Corporation, the authorized number, and the manner of admission of directors to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of directors, the liability of directors and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided for shall be set forth in the By-Laws of the Corporation, providing that there shall never be less than five Board of Directors.
- B. Employment of Staff: The Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporate affairs, consistent with policies and directions set by Board, and with the qualifications and provisions outlined by the By-Laws.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida:
516 North Adams Street
Tallahassee, Florida 32301

The name and the address of the Corporation's registered agent is: Liza McFadden, 516 North Adams Street, Tallahassee, Florida 32301.

ARTICLE VIII
BY-LAWS

The Corporation's By-Laws may be amended or appealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

ARTICLE IX
AMENDMENTS OF ARTICLES

Amendments to these Amended and Restated Articles of Incorporation may be adopted by the Board of Directors.

ARTICLE X
DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Section 501(c)(3) and 170(c)(2) of the Code, or to the federal, state or local government, for exclusive public purposes and use.

ARTICLE XI
NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age sex, handicap, or religion.

This principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Volunteer USA Foundation, Inc. (1) were approved by the directors on February 11, 2010, because the Corporation has no members, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 25 day of February, 2010.

Volunteer USA Foundation, Inc.

By: _____

Name: Liza McFadden

Title: President