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VOLUNTEER COLLIER, INC.

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Amended + Restated

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VOLUNTEER COLLIER, INC.
(A Florida Corporation Not-For-Profit)
Document Number: N07000011925**

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Pursuant to the provisions of section 617.1001 of the Florida Not-For-Profit Act (the "Act") this Florida-Not-For Profit Corporation adopts the following amended and restated Articles of Incorporation:

AMENDMENTS ADOPTED: On the 4th day of March, 2008 the Board of Directors, at the unanimous request of the Members, unanimously amended and restated the Articles of Incorporation, in their entirety, to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VOLUNTEER COLLIER, INC.
(A Florida Corporation Not-For-Profit)**

Pursuant to the provisions of section 617.1001 of the Act and Article XII of the Articles of Incorporation, VOLUNTEER COLLIER, INC. (the "Corporation") hereby adopts the following amended and restated Articles of Incorporation:

1. **Name.** The name of the corporation shall continue to be **VOLUNTEER COLLIER, INC.** the "Corporation").
2. **Nonprofit Corporation.** The Corporation was formed for not-for-profit purposes and shall not have or issue shares of stock or make distributions, except as authorized by these Articles.
3. **Members.** The initial Members of the Corporation shall be specified in the Bylaws. By vote of the Board of Directors of the Corporation (the "Board"), the Corporation may, in the future, have one or more classes of Members. The qualifications and rights of the Members, any quorum and voting requirements for meetings and activities of all of the Members shall be set forth in the Bylaws. Any amendment to or adoption or repeal of any Bylaw of the Corporation regarding the rights, powers, and privileges of the Members must be approved by the Members.
4. **Initial Registered Agent.** The street address of the Corporation's registered office and the name of its registered agent at that address are as follows:

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2

Agent	Business Address
CLASP, INC.	3001 Tamiami Trail North Naples, FL 34102

5. **Incorporator.** The name and address of the Corporation's sole incorporator on December 12, 2007 was Rayburn Cadwallader, 1090 Egrets Walk Circle, Naples, FL 34108..
6. **Exempt Nature of Activities and Purposes.** The Corporation has been organized and shall continue to be operated exclusively for charitable, religious and/or educational purposes, each within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "Code"), including, in particular, but not limited to, promoting and strengthening volunteerism within Collier County, Florida by primarily recruiting, mobilizing, vetting and training volunteers for the benefit of non-profit, charitable agencies as well as county emergency services, establish a pool of trained volunteers, provide a database using a common financial form for the use of grantors and agencies alike and solicit grant writers to write grant-requests for the benefit of these same agencies (the "Corporation's 501(c)(3) Exempt Purposes"). It is intended that the Corporation shall be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift, and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").
7. **Board of Directors.** The activities, property, and affairs of the Corporation shall be managed by or under the direction of the Board, which shall be composed of not fewer than three (3) persons. The Board shall exercise all the powers and authority of the Corporation, in accordance with these Articles of Incorporation and Bylaws adopted from time to time by the Board. Members of the Board shall continue to be nominated and appointed as provided in the Bylaws of the Corporation.
8. **Board's Authority.** Subject to the restrictions and limitations of the Article of these Articles of Incorporation entitled "Prohibitions," and the condition that no power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified Charitable Organization, and any Valid Restrictions (as defined below) imposed on contributions to the Corporation, but without otherwise limiting the powers conferred upon the Board by law, the Board is authorized:
- a) To receive and accept gifts, legacies, grants, loans, and other contributions to the Corporation from any persons or entities, in cash or in other property acceptable to the Board, including restricted contributions; provided that any restrictions are consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization and are imposed by

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3

the donor by a written instrument that is accepted by the Board by resolution ("Valid Restrictions").

- b) To acquire by purchase, lease or otherwise, to retain, hold, own, occupy, use, manage, improve, develop, maintain or lease, and to sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, without regard to diversification or to whether some or all of the property so acquired or retained is unproductive or wasting or is of a kind or size which, but for this express authority, would not be considered proper.
 - c) To borrow money and to make, accept, endorse, execute and issue promissory notes and any other obligations for payment for property acquired or money borrowed.
 - d) To maintain and administer the Corporation's assets, including all contributions received, all income earned on those assets and contributions, and any gains therefrom (the "Corporation's Funds") and, unless otherwise specifically required, to mingle restricted contributions with other assets of the Corporation's Funds for investment purposes.
 - e) To use and apply the Corporation's Funds, make expenditures and payments therefrom, and make distributions, program-related loans, program-related investments, and other grants from the Corporation's Funds, in such amounts, at such times, in such manner, and for such of the Corporation's 501(c)(3) Exempt Purposes as the Board in its sole discretion determines from time to time, subject to any Valid Restrictions imposed on contributions to the Corporation's Funds.
 - f) To initiate and participate in fundraising activities, expeditions, or other projects that may be undertaken by the Corporation in order to further or promote the Corporation's 501(c)(3) Exempt Purposes.
 - g) To the extent a corporation organized under the Act may now or hereafter lawfully do so, to engage in or carry on any and every act or activity necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of the Corporation's 501(c)(3) Exempt Purposes, or designed, directly or indirectly, to promote the interests of the Corporation, and to engage in any lawful act or activity that is consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization.
9. **Prohibitions.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation's activities and the Board's authority shall be subject to the following restrictions and limitations:

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4

- a) The Corporation shall not carry on any activities not permitted to be carried on by a Qualified Charitable Organization.
 - b) No part of the Corporation's Funds shall inure to the benefit of or be distributable to the Corporation's Directors, officers, or any other private individual or entity, except in furtherance of the Corporation's 501(c)(3) Exempt Purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes.
 - c) 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 - d) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall distribute such amounts from the Corporation's Funds for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
 - e) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.
10. **Liquidation or Dissolution.** The Corporation may be liquidated or dissolved at any time. Subject to any Valid Restrictions imposed on contributions to the Corporation, upon the winding up and dissolution of the Corporation, all the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its liquidation or dissolution shall be distributed (i) for such of the Corporation's 501(c)(3) Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations) and in such manner and proportions as the Board shall determine in its discretion, or (ii) to the federal government, or (iii) to a state or local government for a public purpose, or (iv) by the Circuit Court of the Judicial Circuit in which the principal office of the Corporation is then located (or any court of competent jurisdiction if the principal office of the Corporation is then located outside the State of Florida), exclusively for such of the Corporation's 501(c)(3) Exempt Purposes or to such one or more Qualified Charitable Organizations having similar purposes as the court shall determine.

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- 11. **Indemnification and Civil Liability Immunity.** The Corporation shall indemnify each Trustee and officer, including former Directors and officers, to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Act. It is intended that the Corporation be an organization the officers and Directors of which are immune from civil liability to the extent provided under Section 617.0834 of the Act and other similar laws.

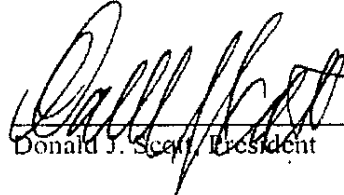
- 12. **Amendment.** These Articles of Incorporation may be amended as provided in the Bylaws at any time and from time to time in a manner and for a purpose that is consistent with the Corporation's qualification as a Qualified Charitable Organization, the provisions of federal law applicable to private foundations, and any Valid Restrictions imposed on contributions to the Corporation's Funds; provided, however, that no amendment hereto may remove these restrictions on amendment.

These Articles of Amendment and Restatement were adopted by the Members and Directors, and the number of votes cast for the Amendment and Restatement was sufficient for approval.

Dated at Naples, Florida, this 6th day of MARCH 2008.

The undersigned hereby declares, under the penalties of false statement, that the statements made in the foregoing Articles are true.

VOLUNTEER COLLIER, INC.

By: 
 Donald J. Scott, President

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

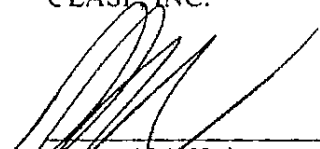
- 1. The name of the corporation is: **VOLUNTEER COLLIER, INC**
- 2. The name and address of the registered agent and office is:

CLASP, INC.
 3001 TAMiami TRAIL NORTH, SUITE 400.
 NAPLES, FLORIDA 34102

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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.

CLASP, INC.

By:



 Howard M. Hujsa
 Vice President