

N08000003291

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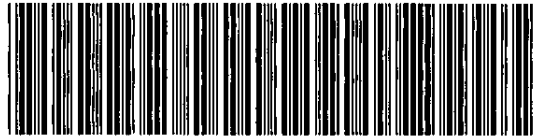
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TALLAHASSEE, FLORIDA

*Amend + Stat  
x 005  
5/29/08*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Volunteer Resource Center, Inc.

**DOCUMENT NUMBER:** N08000003291

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer A. Rumph  
(Name of Contact Person)

Clark, Campbell & Mawhinney, P.A.  
(Firm/ Company)

500 South Florida Avenue, Suite 800  
(Address)

Lakeland, Florida 33801  
(City/ State and Zip Code)

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For further information concerning this matter, please call:

Jennifer A. Rumph at ( 863 ) 647-5337  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|---|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
VOLUNTEER RESOURCE CENTER, INC.

The undersigned President of the Corporation hereby adopts and files these Amended and Restated Articles of Incorporation as an amendment and restatement of the Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is: VOLUNTEER RESOURCE CENTER, INC.

ARTICLE II. PRINCIPAL OFFICE

The initial street address for the corporation is:

1350 East Main Street, Suite C200  
Bartow, FL 33830

The initial mailing address for the corporation is:

P.O. Box 1582  
Lakeland, FL 33802

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ARTICLE III. PURPOSE

The general purposes for which this Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any 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 of 1986 or the corresponding provision of any future United States tax code, or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 the purposes set forth herein.

No substantial part of the activities of the Corporation shall be for 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.

The Corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

The Corporation shall provide charitable services to the community by promoting the need for and importance of volunteers in our community, establishing a database of volunteer-served programs, hosting volunteer round-ups to give individuals in the community a chance to sign up to serve as a volunteer, providing volunteer organizations an opportunity to reach the community, facilitating volunteer placement for emergency response situations, providing a centralized volunteer recruitment and referral center and offering training to volunteers and volunteer-served programs.

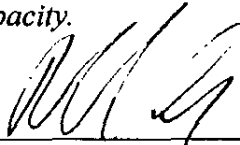
#### ARTICLE IV. ELECTION OF DIRECTORS

The directors of the not for profit Corporation shall be elected as stated in the corporate bylaws.

#### ARTICLE V. REGISTERED AGENT

The name and address of the Corporation's initial Resident Agent in Florida is Ronald L. Clark, whose Florida street address is 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Ronald L. Clark

## ARTICLE VI. DIRECTORS AND/OR OFFICERS

The name and street address of each Director and/or Officer is:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Cherie Simmers	P.O. Box 9000, Drawer J-153 Bartow, FL 33831	President/Director
Bobby Yates	1021 Lakeland Hills Blvd. Lakeland, FL 33805	Vice President/Director
Edith Yates	53 Lake Morton Drive Lakeland, FL 33801	Secretary/Treasurer/Director

## ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Cherie Simmers	P.O. Box 9000, Drawer J-153 Bartow, FL 33831

## ARTICLE VIII. PROHIBITIONS AND REQUIREMENTS

At any time during which the Corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

- (a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);
- (b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a);
- (d) Make any "taxable expenditures", as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a);

(e) During the period it is a "private foundation" as defined in I.R.C. §509, the Corporation shall distribute, for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a).

#### ARTICLE IX. COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No officer or member of the Board of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the Corporation, except actual expenses to or on behalf of said Corporation, if such expenses are authorized by the Board of Directors.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such Corporation or Corporations, as the court shall determine which are organized and operated exclusively for charitable purposes.

#### ARTICLE X: EXISTENCE

This Corporation is to exist perpetually beginning with the execution of the Articles of Incorporation.

#### ARTICLE XI: ADOPTION

The Board of Directors of the Corporation approved this amendment and restatement. There are no members of the Corporation nor any type of member entitled to vote on this amendment and restatement

IN WITNESS WHEREOF, I, Cherie Simmers, the undersigned subscribing incorporator have hereunto set my hand and seal this 1<sup>st</sup> day of May, 2008, for the purpose of forming this not for profit Corporation under the laws of the State of Florida.

PRESIDENT:

  
Cherie Simmers, President

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08 MAY 23 PM 12:45  
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TALLAHASSEE, FLORIDA