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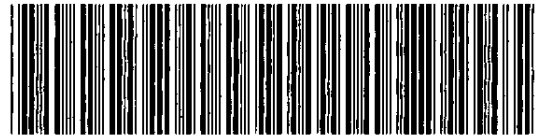
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Amended and
Restated Art

FILED
08 SEP -2 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 08 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ACT Healthcare, Inc.

DOCUMENT NUMBER: N08000006602

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

Please return all correspondence concerning this matter to the following:

MICHELE FALVEY

(Name of Contact Person)

ACT Healthcare, Inc.

(Firm/ Company)

7615 Pointview Cir

(Address)

Orlando, FL 32836

(City/ State and Zip Code)

For further information concerning this matter, please call:

MICHELE FALVEY

(Name of Contact Person)

at (321) 217-2262

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
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

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF
ACT HEALTHCARE, INC.**

FILED:
08 SEP -2 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, hereby makes and adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation shall be ACT Healthcare, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The initial mailing address of the Corporation shall be 7615 Pointview Circle, Orlando, Florida 32836. The principal office of the Corporation shall be located at the initial mailing address, or at any other place as may be subsequently designated by the Board of Directors of the Corporation.

ARTICLE THREE

PURPOSE

The Corporation is organized and operated exclusively for the benefit of the elderly, victims of abuse, and other disadvantaged individuals in order to promote the mental and physical well-being of all participants through a financial assistance program.

ARTICLE FOUR

MANNER OF ELECTION OF DIRECTORS

The affairs of the Corporation shall be managed and governed by a Board of Directors consisting of at least three (3) directors and not more than five (5) directors. The initial directors are appointed by the incorporators. After that, each director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the Board of Directors.

ARTICLE FIVE

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is Michele Falvey, 7615 Pointview Circle, Orlando, Florida 32836, and who is appointed the initial registered agent of the Corporation, and who is authorized to accept service of process within this State.

ARTICLE SIX

INCORPORATOR

The name and Florida street address of the Incorporator for these Articles of Incorporation is Michele Falvey, 7615 Pointview Circle, Orlando, Florida 32836.

ARTICLE SEVEN

NO MEMBERS

The Corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE EIGHT

BOARD OF DIRECTORS

The name and street address of the members of the initial Board of Directors of the Corporation is as follows:

MICHELE FALVEY
7615 Pointview Circle
Orlando, FL 32836

DORIS SHEPPARD
5700 Tamarack Drive
Orlando, FL 32819

MARY LINDHARTSEN
7044 Bramlea Lane
Windermere, FL 34786

SUSAN BUTLER
11556 Willow Garden Drive
Windermere, FL 34786

CAROLANN JONES
Vista Del Lago Cir
Clermont, FL 34711

ARTICLE NINE

NOT FOR PROFIT

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law, and under 26 USCA Sec. 501 (c) (3) (referred to below as "code"). If the Corporation ever has members, no member shall have any vested right, interest, or privilege in or to the assets, income, or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law, and under 26 USCA Sec. 501 (c) (3).

ARTICLE TEN

LIMITATION

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation has any), directors, or officers, 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 these Articles.

ARTICLE ELEVEN

TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA Sec. 501 (a) as an organization described in 26 USCA Sec. 501 (c) (3), and which is other than a private foundation as defined in 26 USCA Sec. 509. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA Sec. 501 (c) (3). All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE TWELVE

DISSOLUTION

On 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, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the

Board of Directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For the purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA Sec. 170 (c) (1) or 26 USCA Sec. 170 (c) (2) (B) and is described in 26 USCA Sec. 509 (a) (1), (2) or (3).

ARTICLE THIRTEEN

AMENDMENTS

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE FOURTEEN

COMMENCEMENT OF EXISTENCE

The Corporation shall commence its existence on the date the Articles of Incorporation are filed of record with the Office of the Secretary of State.

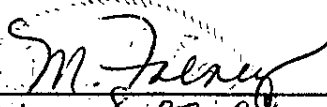
IN WITNESS WHEREOF, the undersigned has signed these Restated and Amended Articles of Incorporation on the 22nd day of August, 2008.

By: _____

M. Fahey

Michele Fahey,
President, Director, and Incorporator

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.


Date: 8-22-08
Michele Falvey,
Registered Agent

**CERTIFICATE OF
RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF
ACT HEALTHCARE, INC.**

Pursuant to the provisions of Section 617, Florida Statutes, the undersigned hereby certify the following:

- FIRST:** The name of the corporation is: **ACT HEALTHCARE, INC.**
- SECOND:** The Restated and Amended Articles of Incorporation of ACT Healthcare, Inc., are attached hereto.
- THIRD:** The restatement contains amendments to the articles of incorporation.
- FOURTH:** The restatement was adopted by the Board of Directors without member approval and member action was not required.
- FIFTH:** The date of the adoption of the restated and amended articles of incorporation was August 22, 2008.

Signed this 22 day of August, 2008.

By: M. Falvey
MICHELE FALVEY,
PRESIDENT AND DIRECTOR

ATTEST:

Doris Sheppard
DORIS SHEPPARD,
SECRETARY