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*Amended &
Restated*

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FILED

2009 OCT 15 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*1002
10/16/09*

HUNT & SMITH LAW FIRM, P. A.

225 East Park Avenue ♦ P.O. Box 1260 ♦ Lake Wales, FL 33859-1260
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D. ANDREW HUNT
MARK H. SMITH
BRIAN W. HAAS

October 12, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: *Project Graduation of Lake Wales, Inc.*

Dear Department:


Enclosed please find the following pertaining to the above referenced matter:

1. Amendment and Restatement of Articles of Incorporation of Project Graduation of Lake Wales, Inc.; and
2. Check in the amount of \$43.75 for the filing fees (\$35.00) and certified copy fee (\$8.75).

I have enclosed a self addressed stamped envelope for the return of the certified copy.

Should you need anything further please feel free to contact my office.

Very truly yours,



D. Andrew Hunt

DAH/vmk
Enc.

AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
PROJECT GRADUATION OF LAKE WALES, INC.

FILED
2009 OCT 15 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, being the President and Secretary of Project Graduation of Lake Wales, Inc., a Florida non-profit corporation, hereby certify that the following Amendment and Restatement of the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Members at a meeting duly held by them on the 9th day of September, 2009:

AMENDMENT

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter:

ARTICLE I

The name of the corporation shall be PROJECT GRADUATION OF LAKE WALES, INC., and the principal office shall be located at 1 Highlander Way, Lake Wales, Polk County, Florida 33853.

ARTICLE II

The corporation is constituted so as to attract support from contributions, directly or indirectly, from a representative number of persons in the area in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers. 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 in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on 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 Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

The Corporation is to be formed for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, some of which are:

To raise funds to support an alcohol and drug free celebration for all graduating seniors of Lake Wales Senior High School.

ARTICLE IV

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
 - 1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
 - 2. The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
 - 3. The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.
 - 4. In the event of the dissolution of this corporation, any assets of said corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The By-Laws of this corporation shall be made, altered and rescinded by a majority vote of

the Directors voting at any regular Directors meeting or at a special meeting called for that purpose.

ARTICLE VII

The affairs of this corporation shall be managed by a President, Vice-President, Secretary, Treasurer and a Board of not less than three (3) Directors, and by such other officers of the corporation as the corporation may hereafter see fit to name and designate.

ARTICLE VIII

The officers and directors shall be elected at the annual meeting and hold office in accordance with the By-Laws.

ARTICLE IX

The names of the officers and directors who are to manage the affairs of this corporation until the first election under the charter shall be as follows:

Melody McKenna	President
Elaine Rawlings	Vice-President
Joseph Carani	Secretary
Amy Linblade	Treasurer

ARTICLE X

These articles of incorporation may be amended by the directors at a special meeting of the Board of Directors called for that purpose by a two-thirds vote of those present.

ARTICLE XI

The qualification of members and manner of their admission will be regulated by the By-Laws.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment and Restatement being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 9th day of October,
2009.

BY: *Melody McKenna*
MELODY MCKENNA, President

Attest: *Joseph Carani*
JOSEPH CARANI, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared MELODY MCKENNA and JOSEPH CARANI, who have produced Driver's License as identification to be the persons described in and who executed the foregoing ARTICLES OF AMENDMENT AND RESTATEMENT as President and Secretary of Project Graduation of Lake Wales, Inc, a Florida non-profit corporation, and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed and did not take an oath.

My Commission Expires:

D. Andrew Hunt
D. ANDREW HUNT (Print name)
Notary Public/State of Florida at Large

(SEAL)

