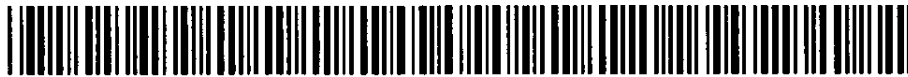


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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

VOLUNTEERS OF AMERICA OF FLORIDA – PENSACOLA VETERANS, INC.

Pursuant to the Florida Not For Profit Corporation Act, Florida Statutes, Section 617, (the "FNFPCA"), VOLUNTEERS OF AMERICA OF FLORIDA-PENSACOLA VETERANS, INC., a Florida corporation not-for-profit (the "Corporation"),

DOES HEREBY CERTIFY:

That the name of the Corporation is Volunteers of America of Florida-Pensacola Veterans, Inc. and that the Corporation was originally incorporated pursuant to the FNFPCA on November 22, 2010; and

That as of December 5, 2017, Volunteers of America National Services, a Minnesota not-for-profit corporation (VOANS"), resigned as a member and the "National Member" of the Corporation and the three (3) members of the Board of Directors of the Corporation which were appointed by VOANS resigned as directors and, if applicable, officers of the Corporation;

That on or about March 20, 2018, the remaining two (2) members of Board of Directors of the Corporation duly adopted a unanimous written action proposing to amend and restate the Corporation's existing Articles of Incorporation in the manner set forth herein, declaring said amendment and restatement to be advisable and in the best interests of this Corporation and its sole member; and

That at a meeting of the Board of Directors of Volunteers of America of Florida, Inc., a Florida corporation not-for-profit, the sole remaining member of the Corporation, held on on March 20, 2018, the Board of Directors duly adopted a resolution approving the amendment and restatement of the Corporation's existing Articles of Incorporation in the manner set forth herein; and

Accordingly, pursuant to the provisions of the FNFPCA, the existing Articles of Incorporation of the Association are hereby amended and restated in their entirety by the Amended and Restated Articles of Incorporation set forth below (the "Articles").

ARTICLE I

The name of the Corporation shall be Volunteers of America of Florida – Pensacola Veterans, Inc. (the "Corporation").

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The address of the principal office and mailing address for the Corporation is 405 Central Avenue, Suite 100, St. Petersburg, Florida 33701-3866, Attn: Janet M. Stringfellow.

ARTICLE II

The period of the duration of this Corporation is perpetual unless dissolved according to law. Corporation existence shall commence upon filing with the Secretary of State.

ARTICLE III

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. In pursuance of the foregoing purposes, this Corporation, consistent with the purposes of Volunteers of America, Inc., a New York not-for-profit corporation, shall have the power to purchase, sell and lease real or personal property and engage in, advance, support, promote and administer affordable housing and other residential facilities, and supportive services, and the alleviation of human suffering and distress, and in pursuit thereof, shall transact any or all other business which a not-for-profit corporation may lawfully be engaged in accordance with Florida law. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE IV

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article III hereof, other than for religious purposes, all of the foregoing, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The Corporation shall have one member: Volunteers of America of Florida, Inc., a Florida not-for-profit corporation (the "Member"). The Member is organized exclusively for charitable purposes and qualify as organizations exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

Except as otherwise expressly herein provided or as otherwise provided the Bylaws of the Corporation or by law, the property, business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, which shall be the governing body of the Corporation. The Corporation's Board of Directors shall consist of not less than three (3) individuals. Directors shall be appointed by the Member. The qualifications, term of office, powers, authority, and duties of the directors, the time and place of their meetings, and such other provisions with respect to directors as are not inconsistent with these Articles of Incorporation, shall be as specified in the Bylaws of the Corporation.

The initial directors under these Articles are set forth below.

David Houssian
Alex Bueno
Dr. Maurice R. Harvey
Edwin A. Shepherdson
Janet M. Stringfellow

Kristin Andersen
Melody Evans
Thomas Goodwin
Helen Gutierrez
Dr. Harold Kitchings
Kent Runyon
Stephen Tabano
Allison Tutwiler

Each director shall serve for the term provided in the Bylaws of the Corporation. The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either board members of the Member or nonboard members who have the approval of the Board of Directors of the Member. In the event that a director of the Corporation ceases to be a board member of the Member or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held in June of each year.

ARTICLE VII

This Corporation is organized under a non-stock basis.

ARTICLE VIII

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE IX

These Articles may be altered, amended, or repealed, and new articles may be adopted, by resolution adopted by majority vote of the directors then in office; provided, however, that no amendments or changes to these Articles can take effect until approved by authority of the Board of Directors of the Member.

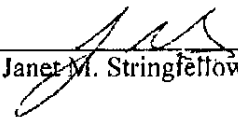
ARTICLE X

The registered agent of the Corporation shall be Janet M. Stringfellow, and the initial registered office of this corporation shall be 405 Central Avenue, Suite 100, St. Petersburg, Florida 33701-3866. The Corporation shall have the right to change such registered agent and registered office as provided by law.

IN WITNESS WHEREOF, the Member has caused these Amended and Restated Articles of Incorporation to be executed as of this 20 day of March, 2018.

VOLUNTEERS OF AMERICA OF
FLORIDA, INC., a Florida corporation not-
for-profit

By: _____


Janet M. Stringfellow, President

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the registered office designated in the Amended and Restated Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with and accepts the obligations of a registered agent in compliance with Section 617.0503, Florida Statutes.

By: _____

Janet M. Stringfellow

DATE: March 20, 2018