

**N11000009944**

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
AMERICAN WAY OF MELBOURNE, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	06
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850-017 0000

P.03



November 1, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

AMERICAN WAY OF MELBOURNE, INC.  
3225 AVIATION AVENUE  
SUITE 101  
MIAMI, FL 33133

SUBJECT: AMERICAN WAY OF MELBOURNE, INC.  
REF: N11000009944

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H11000260203  
Letter Number: 511A00024802

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P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
AMERICAN WAY OF MELBOURNE, INC.**

These Amended and Restated Articles of Incorporation shall completely replace the prior Articles of Incorporation filed by American Way of Melbourne, Inc. on October 20, 2011.

**ARTICLE I**

The name of the Corporation is:  
AMERICAN WAY OF MELBOURNE, INC.

**ARTICLE II**

The effective date of the Corporation shall be:  
October 18, 2011.

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**ARTICLE III**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

**ARTICLE IV**

The street address of the principal office of the Corporation is:  
3225 Aviation Avenue, Suite 101  
Miami, Florida 33133

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## **ARTICLE V**

The mailing address of the office of this Corporation is:

3225 Aviation Avenue, Suite 101

Miami, Florida 33133

## **ARTICLE VI**

The corporation is organized and operated exclusively for the purposes set forth in Article III herein. Notwithstanding any other provision of these articles, 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 or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office.)

## **ARTICLE VII**

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation; the manner of their admission; the different classes of membership, if any; the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the bylaws. The Corporation shall be nonstock and no dividends or pecuniary profits shall be declared or inure to the members. There shall be no personal liability of members for corporate obligations.

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### ARTICLE VIII

The initial street address of the Corporation's registered office is:

1200 Riverplace Blvd., Suite 902  
Jacksonville, FL 32207

The initial registered agent for the Corporation at that address is:

Kelly B. Mathis, Esq.

### ARTICLE IX

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The initial directors identified in the Articles of Incorporation will serve a five (5) year term unless removed as provided for in the Bylaws. At no time shall the Corporation have less than three (3) directors. With the exception of the initial directors listed below, Directors shall be appointed and/or elected as provided for in the Bylaws. The initial directors of the Corporation are:

<u>Name</u>	<u>Addresses</u>
Shawn Carey	1941 Mitchellbrook Lane Casselberry, FL 32707
Harry Corley	1375 State Road 436, Unit 1025 Casselberry, FL 32707
William Alan Watts, Sr.	5670 N.W. 116 <sup>th</sup> Ave #210 Doral, FL 33178

### ARTICLE X

Subject to the limitations contained in the bylaws and any limitations set forth in Chapter 617 of the Florida Statutes, the bylaws of this corporation may be made, altered,

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rescinded, added to, or new bylaws may be adopted either by a resolution of the board of directors or by following the procedures set forth for such action in the bylaws.

#### **ARTICLE XI**

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article II herein.

#### **ARTICLE XII**

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such 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 organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

#### **ARTICLE XIII**

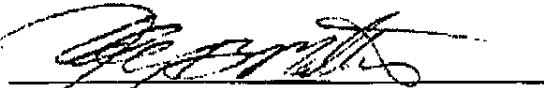
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a super-majority vote of the members of the corporation.

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for AMERICAN WAY OF MELBOURNE, INC. at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position.



Kelly B. Mathis, Esquire  
Registered Agent

October 24, 2011

Date

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**CERTIFICATE**

The undersigned, being a director and the President of American Way of Melbourne, Inc., certifies that these Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation on October 20, 2011 and the number of votes cast for the amendment was sufficient for approval. These duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation. At the time of adoption of these Amended and Restated Articles of Incorporation, American Way of Melbourne, Inc. did not have members and therefore these Amended and Restated Articles of Incorporation do not require a member vote. These Amended and Restated Articles of Incorporation only require the approval of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation as of October 24, 2011.

  
\_\_\_\_\_  
Shawn Carey, Director and President

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