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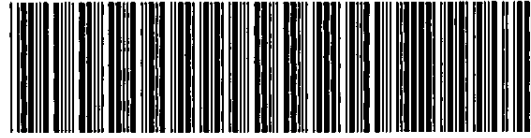
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 APR 18 PM 3:36

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*Amended & Restated*

APR 20 2012

T. BROWN

LAW OFFICES OF  
**LYNN B. AUST, P.L.**  
ATTORNEY AND COUNSELOR AT LAW

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1220 E. Livingston Street  
Orlando, Florida 32803  
(407) 447-5399 E-mail: [doveattorney@austlaw.biz](mailto:doveattorney@austlaw.biz) (407) 447-5861 Fax

April 12, 2012

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

RE: Amended and Restate Articles of Incorporation  
Phoenix Foundation of Central Florida, Inc.  
Document #N12000003033

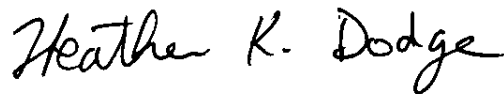
To Whom It May Concern:

Enclosed you will find the following:

1. Amended and Restated Articles of Incorporation
2. Certificate for the Amended and Restated Articles of Incorporation
3. Firm check for \$35.00 fee
4. Self-addressed, stamped envelope for confirmation of amendment

Thank you for your help. If you have any questions, please feel free to contact us.

Respectfully,



Heather K. Dodge

cc: Client file  
Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR PHOENIX FOUNDATION OF CENTRAL FLORIDA, INC.

FILED  
2012 APR 18 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a majority of whom are either US citizens or permanent residents, desiring to form a Non-Profit, Tax-exempt Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

**First:** The name of the Corporation is Phoenix Foundation of Central Florida, Inc.

**Second:** The place in this state where the principal office of the Corporation is to be located is 6857 Thornhill Circle, Windermere, Orange County, FL 34786. The Corporation mailing address is the same.

**Third:** Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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.

**Fourth:** The names and addresses of the persons who are the initial officers of the corporation are as follows:

P/T/S: Patrick Tubbs	6857 Thornhill Circle
	Windermere, FL 34786

**Fifth:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 in Article Third above.

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 (including the publishing 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:

(a) 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 the corresponding section of any future federal tax code, or

(b) shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

The corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Sixth:** Since the corporation is a non-profit, there are no shares for the Corporation.

**Seventh:** The registered agent for the corporation shall be as follows:

Lynn B. Aust, Esquire  
1220 East Livingston Street  
Orlando, FL 32803

**Eighth:** 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 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 said court shall determine which are organized and operated exclusively for such purposes.

**Ninth:** The method of election for the directors shall be provided for in the Phoenix Foundation of Central Florida, Inc., corporate bylaws.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

In witness whereof, I have hereunto subscribed my name this 5<sup>th</sup> day of April, 2012.

A handwritten signature in black ink, appearing to read 'Patrick Tubbs', written over a horizontal line.

Patrick Tubbs,  
President/Treasurer/Secretary  
Phoenix Foundation of Central Florida, Inc

**CERTIFICATE for the**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION for the**  
**PHOENIX FOUNDATION OF CENTRAL FLORIDA, INC.**

The enclosed Amended and Restated Articles of Incorporation was adopted by the board of directors, who is Patrick Tubbs, at the initial March 14, 2012 meeting. The amendment does not contain any change that would require member approval. All changes were made to enable the corporation to gain approval from the Internal Revenue Service for tax exempt treatment as 501(c)(3) status.

Under penalties of perjury, I declare that I have read this certificate and that the facts stated are true. Executed this 26<sup>th</sup> day of March, 2012.



Lynn B. Aust, Attorney for Corporation  
1220 East Livingston Street  
Orlando, FL 32803

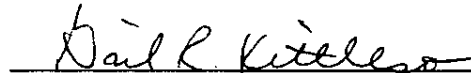


Witness

Heather K. Dodge

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn and described before me this 26<sup>th</sup> day of March, 2012 by, LYNN B. AUST and HEATHER K. DODGE who are personally known to me.



Notary Public, State of Florida

