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Amd/Restate

AUG 31 2015

R. WHITE

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FLORIDA REHABILITATION ADVOCACY COALITION, INC.

DOCUMENT NUMBER: 115000007621

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

Please return all correspondence concerning this matter to the following:

JOAN PRIBANIC

(Name of Contact Person)

FLORIDA REHABILITATION ADVOCACY COALITION, INC

(Firm/ Company)

P.O. Box # 70

(Address)

BUSHNELL, FL 33513

(City/ State and Zip Code)

john.pribanic@fracoalition.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Pribanic

(Name of Contact Person)

at 813 850 4736

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 21, 2015

JOHN PRIBANIC
PO BOX 70
BUSHNELL, FL 33513

SUBJECT: FLORIDA REHABILITATION ADVOCACY COALITION, INC.
Ref. Number: N15000007621

We have received your document for FLORIDA REHABILITATION ADVOCACY COALITION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 715A00017769

N15000007621

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

FLORIDA REHABILITATION ADVOCACY COALITION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the above named Florida Not for Profit Corporation hereby adopts the following Restated and Amended Articles of Incorporation. The Corporation was formed and the Articles of Incorporation filed with the Florida Department of State on August 3rd, 2015 - Document Number N15000007621. The Amended and Restated Articles of Incorporation was adopted by its Board of Directors as pursuant to its Articles of Incorporation and Bylaws and was unanimously approved by the Board of Directors entitled to vote on the amendment and the number of votes cast by the Board of Directors was sufficient for approval. The Articles of Incorporation of Florida Rehabilitation Advocacy Coalition, Inc. are hereby amended and restated as follows:

ARTICLE I
NAME

The name of the Corporation is:
Florida Rehabilitation Advocacy Coalition, Inc.

ARTICLE II
PRINCIPAL OFFICE, MAILING ADDRESS AND REGISTERED AGENT

The principal office of the Corporation is located at:
4163 SW 129th Blvd.
Webster, FL 33597

The mailing address of the Corporation is:
c/o John Pribanic
PO Box 70
Bushnell, FL 33513

The name of the registered agent of the Corporation is:
John Pribanic
4163 SW 129th Blvd.
Webster, FL 33597

ARTICLE III
PURPOSES

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of the Internal Revenue Code (IRC) Section 501(c) (3) including the making of distributions to organizations that

qualify as tax exempt organizations under IRC Section 501(c) (3), or corresponding sections of any future tax code; and is authorized to exercise such powers as are in furtherance of its exempt status and for the purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act.

SPECIFIC PURPOSES: Our state membership coalition will advocate for and work in partnership with the state public vocational rehabilitation system's continual quest for excellence. We will do this by identifying and recommending the implementation of best practices in our State's Rehabilitation System; educating elected representatives with Local, County, and State Government regarding these practices; coordinating activities throughout the State that spotlight how Persons with Disabilities bring value to the workforce and assist in elevating the national status of our State's Vocational Rehabilitation System. The Corporation shall perform all things necessary and/or desirable in connection with the foregoing purposes.

ARTICLE IV POWERS

This Corporation shall have and exercise all the powers of Non-Profit Corporations under the Laws of the State of Florida, but within the restrictions of IRC Section 501(c) (3), and which are convenient or necessary to effect the purposes of the Corporation.

LIMITATION ON POWERS:

1. No part of the assets or net earnings of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, 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 III hereof.
2. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation.
3. The Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
4. The Corporation may not pursue objectives or engage in activities, which will characterize it as an action organization.
5. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a Corporation exempt from Federal and State income tax under IRC Section 501 (c) (3), or corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under IRC Section 170 (c) (2) or corresponding section of any future federal tax code.

ARTICLE V
QUALIFICATION OF MEMBERS AND MANNER OF ADMISSIONS

1. The membership shall be open to all persons 18 years of age or older who are residents of the State of Florida interested in the objectives of the Corporation. The initial members of the Corporation shall be:

John Pribanic
Vanessa Rodriguez
Steven Roberto

2. The By-Laws of the Corporation may prescribe additional qualifications for membership and may provide for additional classes of members.

ARTICLE VI
TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statutes, Chapter 617, as amended.

ARTICLE VII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

The assets of the Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC Section 501 (c) (3) described in Article III above. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501 (c) (3), or 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 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE VIII
BOARD OFFICERS AND DIRECTORS

The affairs of this Corporation shall be managed by a governing Board call the Board of Directors, who shall be elected at the annual meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next annual meeting, in such a manner as provided by the By-Laws. The officers shall be: a Board Chair, Vice Chair (when deemed necessary), President, Secretary and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

**ARTICLE IX
OFFICERS AND DIRECTORS**

The number of Directors shall initially be three (3). The number may be increased as provided in the By-Laws of the Corporation, but shall never be fewer than three (3). The name and addresses of the persons who shall serve as directors until the first election are:

John Pribanic
4163 SW 129th Blvd
Webster, FL 33597

Vanessa Rodriguez
602 Center Ave
Brandon, FL 33511

Steven Roberto
6315 Newtown Cir Apt B2
Tampa, FL 33615

**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles may be amended by a majority of the members present and voting at any regular or special meeting of the Corporation, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every member of the Corporation; provided, however, that the Amendment will not adversely affect the status of the Corporation as an organization qualifying under IRC Section 501 (c) (3).

**ARTICLE XI
INDEMNIFICATION**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against any and all expenses (including attorneys' fees, court costs, and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance, willful malfeasance and nonfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided, however, that, if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification herein above.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation has hereunto executed the Amended and Restated Articles of Incorporation this 17th day of August 2015, for the purpose of Amending the Articles of Incorporation of this Non-Profit Corporation under the Laws of the State of Florida and the Laws of the United States, and hereby makes and files these Amended and Restated Articles of Incorporation in the office of the Secretary of State of the State of Florida and certifies that the facts herein are true.

FLORIDA REHABILITATION ADVOCACY COALITION, INC.

A Florida Not for Profit Corporation

By: _____

John Pribanic, President

Attested By: _____

Vanessa Rodriguez, Secretary

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named the Registered Agent to accept service of process for the above-stated Corporation, at the registered office designated in the Articles, I hereby accept such designation and agree to serve as registered agent for The Florida Rehabilitation Advocacy Coalition, Inc. a Florida Not for Profit Corporation.

John Pribanic, Registered Agent

Date