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Email Address: peters@disabilityrightsflorida.org

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
DISABILITY RIGHTS FLORIDA, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

DISABILITY RIGHTS FLORIDA, INC.

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act (the "Act"), DISABILITY RIGHTS FLORIDA, INC., a Florida not-for-profit corporation originally incorporated on July 17, 1987, does hereby certify that:

(a) These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Board of Directors and Members on September 9, 2022, at a duly noticed meeting at which a quorum of such Board of Directors and Members were present and voting; and

(b) Such corporation hereby amends and restates its Articles of Incorporation to read as follows:

ARTICLE I

NAME; ADDRESS

The name of the corporation is **DISABILITY RIGHTS FLORIDA, INC.** The principal place of business of this corporation shall be 2473 Care Drive, Suite 200, Tallahassee, FL 32308. The corporation's Document Number is N21616.

ARTICLE II
PURPOSE

The corporation is expressly designated by the Governor of the State of Florida to carry out the functions and responsibilities authorized and established pursuant to Chapter 87-130, Laws of Florida. The corporation is organized and shall be operated exclusively for charitable, religious, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to:

1. to protect and advocate for the human and legal rights of persons with disabilities, including without limitation, the right to receive appropriate treatment and services, the right to live independently in the community, and the right to pursue a meaningful life without discrimination;
2. to provide or help to provide, in accordance with state and federal enabling legislation and other relevant mandates, legal and other appropriate assistance to persons with disabilities to assure that their rights are fully realized; and
3. to provide information and education to persons with disabilities and their parents, guardians, attorneys, and others concerned with the rights of persons with disabilities.

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The principal purpose of the Corporation is to implement on behalf of the State of Florida the Protection and Advocacy System pursuant to the federal Developmental Disabilities Assistance and Bill of Rights Act of 2000 (42 U.S.C. §15041 et seq.), Client Assistance Program pursuant to the federal Vocational Rehabilitation Act (29 U.S.C. §732) and the Protection and Advocacy System for Mentally Ill Individuals pursuant to the federal Protection and Advocacy for Mentally Ill Individuals Act of 1986 (42 U.S.C. §10801 et seq.), and other such related programs for which it may be designated by the Governor, Legislature of the State of Florida or the United States Congress

The corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act.

ARTICLE III

POWERS

In furtherance of its business, the corporation shall have all powers that are specified Section 617 of the Act, effective as of the date of these Amended and Restated Articles Incorporation. The powers shall be exercised by a Board of Directors who will serve as the directors of the corporation.

ARTICLE IV

NATURE OF CORPORATION; EXEMPT STATUS

Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The affairs and business of the corporation shall be managed by a Board of Directors of at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the corporation.

(c) Without in any limiting the foregoing, the corporation shall have those powers granted by the Act.

(d) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the

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corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(e) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative two-thirds vote of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(f) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provision of the Articles of Incorporation or the Bylaws of the corporation, the following provisions shall apply:

(i) The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(g) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative majority vote of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(h) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE V

MEMBERS

Only persons who are Directors of the Board of the Corporation shall be members of the Corporation. Members of the Corporation shall have no voting rights as Members.

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ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors of the corporation shall be the governing Board charged with the responsibility to determine the rules and regulations needed for the effective operation and general improvement of the corporation. The Board of Directors shall maintain minutes of all meetings in accordance with the requirements of the Bylaws. The Board of Directors shall be elected in accordance with the Bylaws.

ARTICLE VII
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII
INDEMNIFICATION

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, emeritus director, committee member, trustee or officer of the corporation, (b) who is or was an agent or employee of the corporation and as to whom the corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the corporation as its representative in the position of a member, director, advisor, committee member, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the corporation has agreed to grant such indemnity hereunder (collectively, the persons described above are each an "Indemnified Party" and collectively, the "Indemnified Parties"), shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorney fees, asserted against him or her or incurred by any Indemnified Party in such Indemnified Parties capacity as such Indemnified Party. The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Party may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the corporation would have the legal power to directly indemnify him or her against such liability.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in paragraph 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of the corporation, shall be paid) by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with

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respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each director, advisor and officer and employee of the corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

The Board of Directors shall authorize the purchase and maintenance of insurance on behalf of any person who is or was an was a member, director, advisor, emeritus director, committee member, trustee or officer of the corporation, or was an agent or employee of the corporation, or who is or was serving at the request of the corporation as a member, director, advisor, committee member, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by such persons or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these Articles of Incorporation.

ARTICLE IX
RESTATEMENT

The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

ARTICLE X
AMENDMENT OF ARTICLES

These Articles of Incorporation may only be amended after approval by a two-thirds vote of the Board of Directors at a meeting of such board.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

By: Virginia Daire
Virginia Daire, Chair

Date: September 9, 2022

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