

N 31624

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TALLAHASSEE, FLORIDA

Amber R. Scott
2 cc's
cc

OCT - 8 2012
C. MUSTAIN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Center for the Study of Independent Living, Incorporated
DOCUMENT NUMBER: N31624

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

Please return all correspondence concerning this matter to the following:

David Forman
Name of Contact Person
David S. Forman, Esq.
Firm/ Company
11428 SW 109th RD
Address
Miami, FL 33176
City/ State and Zip Code

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

For further information concerning this matter, please call:

David Forman at (786) - 888 - 0367
Name of Contact Person 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

July 16, 2012

DAVID FORMAN
11428 SW 109TH RD
MIAMI, FL 33176

SUBJECT: CENTER FOR THE STUDY OF INDEPENDENT LIVING,
INCORPORATED
Ref. Number: N31624

We have received your document for CENTER FOR THE STUDY OF INDEPENDENT LIVING, INCORPORATED and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 712A00018804

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE CENTER
FOR THE STUDY OF INDEPENDENT LIVING, INCORPORATED**

The undersigned, being the duly acting and appointed President of Center for the Study of Independent Living, Inc. ("corporation") a not-for-profit corporation organized and existing under Chapter 617 of the Florida Statutes, executes the following Amended and Restated Articles of Incorporation (the "Amended Articles"), to make changes to the Articles of Incorporation filed with the Florida Department of State Division of Corporations on April 10, 1989.

ARTICLE I

NAME

The name if this corporation ("Corporation") shall be: CENTER FOR THE STUDY OF INDEPENDENT LIVING, INCORPORATED.

ARTICLE II

PURPOSES

The following clause shall be added to "The Purposes for which the Corporation is organized are":

To assemble, exchange and disburse information pertaining to the physiological, psychological, residential, programmatic and emotional needs of persons with substantial illness and/or disability, including catastrophic illness and/or disability, resulting from injury or birth defects, including through the publication or other distribution of findings and studies and the conduct of seminars and workshops to promote knowledge about transitional residential facilities;

To develop studies and services for the establishment of short-term and long-term independent living and training facilities for persons inflicted with catastrophically disabling injuries or birth defects;

To provide programmatic and other services to public and private institutions and entities catering to the needs of persons with substantial or catastrophic illnesses, whether in conjunction with services funded by public or private resources;

To conduct studies and develop programs to reduce reliance on governmental subsidies for living and training facilities for the physiologically impaired, including the development and implementation of programs for privately owned transitional residential facilities for persons who are catastrophically injured with spinal cord or head injuries;

To help provide resources, direction, programs, and services to improve the health, education, support care, rehab, habilitation, residential services, and quality of life for people who have complex medical and functional needs. Work to ensure that individuals with disabilities are, where and when possible, able to remain at home and live within a community. Assist in securing quality services and resources to maximize the person with disabilities potential through evaluation, treatment, and maintenance. To use a multi-interdisciplinary approach, revolving around and including the family to ensure the development of a personalized plan of care, evaluate the individual's current status and future needs, home environment, family support, medical and therapeutic equipment, and supplies. Assist in family on answering some of the most complicated questions, reduce uncertainty, and provide them with a plan they can follow, and services they can use to provide guardianship, case management, educational, recreational, therapeutic, and other services;

To operate exclusively for charitable, educational and scientific purposes, which activities of the Corporation shall be consistent with Section 501(c)(3)¹ of the Internal Revenue Code of 1986, as amended.

In furtherance of the foregoing, the Corporation shall be authorized:

(a) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

(b) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

(c) To distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purpose.

(d) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.

(e) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(f) To contract and be contracted with, and to sue and be sued.

(g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.

(h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.

(i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

(k) The activities of this Corporation shall be consistent with Section 501(c)(3).

ARTICLE III

MEMBERSHIP

The conditions of membership of this Corporation shall be as provided in the bylaws of this Corporation.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

SUBSCRIBERS

The names and addresses of the subscribers are:

Lawrence Forman	11428 SW 109 TH RD Miami, FL 33176
Darlene Carruthers	11428 SW 109 TH RD Miami, FL 33176
Patricia D. Evans	11428 SW 109 TH RD Miami, FL 33176
Martha Cano	11428 SW 109 TH RD Miami, FL 33176
David Forman	11428 SW 109 TH RD Miami, FL 33176

ARTICLE VI

MEMBERS

The subscribers set forth under Article V hereof shall be the members of the Corporation.

ARTICLE VII

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a board of directors. The conditions of election to the board of directors and the number of directors (which number shall not be less than 3) shall be as provided in the bylaws.

The initial directors shall consist of:

Lawrence Forman	11428 SW 109 TH RD Miami, FL 33176
Darlene Carruthers	11428 SW 109 TH RD Miami, FL 33176
Patricia D. Evans	11428 SW 109 TH RD Miami, FL 33176
Martha Cano	11428 SW 109 TH RD Miami, FL 33176
David Forman	11428 SW 109 TH RD Miami, FL 33176

ARTICLE VIII

REGISTERED AGENT

The registered office of the Corporation is David S. Forman, Esq, 6855 SW 81ST Street, Suite 300, Miami, FL 33143, and the registered agent of the Corporation as the address is David S. Forman, Esq; Attention: David S. Forman, Esq.

ARTICLE IX

DIRECTORS' AND OFFICERS'

COMPENSATION AND INDEMNIFICATION

A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the board of

directors as: (i) a member of the administrative staff of the Corporation, (ii) or for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

B. Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the board of directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not be counted

in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE X

NONPROPRIETARY LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other private person. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article II above, 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 XII

DUES

Provision for payment of dues by Members, if any, shall be determined by the bylaws.


ARTICLE XIII

BYLAWS


AMENDMENTS


The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the bylaws.

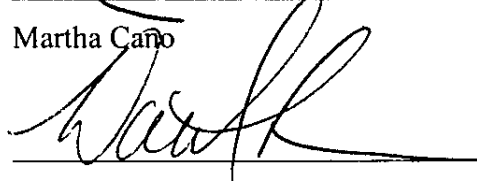
IN WITNESS WHEREOF, we, the undersigned, being all of the subscribers of the Corporation, have set our hands and seals this 30th day of ~~June~~ August, 2012.



Lawrence Forman

Darlene Carruthers

Patricia D. Evans

Martha Cano

David Forman

STATE OF FLORIDA)
) as:
COUNTY OF DADE)

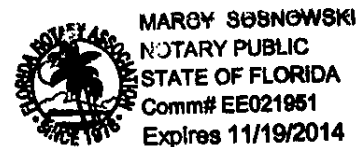
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove to take acknowledgments, personally appeared LAWRENCE FORMAN, known to be the person described as a subscriber in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation of CENTER FOR THE STUDY OF INDEPENDENT LIVING, INCORPORATED.

WITNESS my hand and official in the State last aforesaid this 30th of June, 2012

August (a)



Notary Public, STATE OF FLORIDA



STATE OF FLORIDA)
) as:
COUNTY OF DADE)

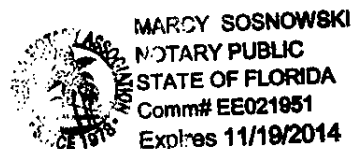
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove to take acknowledgments, personally appeared DARLENE CARRUTHERS, known to be the person described as a subscriber in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that she subscribed these Articles of Incorporation of CENTER FOR THE STUDY OF INDEPENDENT LIVING, INCORPORATED.

WITNESS my hand and official in the State last aforesaid this 30th of June, 2012

August (a)



Notary Public, STATE OF FLORIDA



STATE OF FLORIDA)

) as:

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove to take acknowledgments, personally appeared PATRICIA D. EVANS, known to be the person described as a subscriber in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that she subscribed these Articles of Incorporation of CENTER FOR THE STUDY OF INDEPENDENT LIVING, INCORPORATED.

WITNESS my hand and official in the State last aforesaid this 30th of June, 2012
August (a)

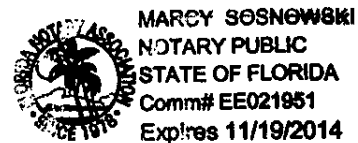


Notary Public, STATE OF FLORIDA

STATE OF FLORIDA)

) as:

COUNTY OF DADE)

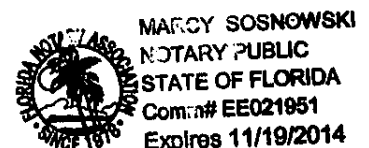


I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove to take acknowledgments, personally appeared MARTHA CANO, known to be the person described as a subscriber in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that she subscribed these Articles of Incorporation of CENTER FOR THE STUDY OF INDEPENDENT LIVING, INCORPORATED.

WITNESS my hand and official in the State last aforesaid this 30th of June, 2012
August (a)



Notary Public, STATE OF FLORIDA



STATE OF FLORIDA)


) as:

COUNTY OF DADE)

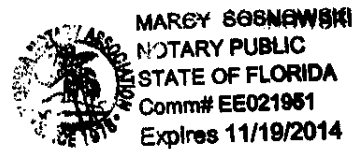
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove to take acknowledgments, personally appeared DAVID FORMAN, known to be the person described as a subscriber in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation of CENTER FOR THE STUDY OF INDEPENDENT LIVING, INCORPORATED.

WITNESS my hand and official in the State last aforesaid this 30th of June, 2012

August, (2)



Notary Public, STATE OF FLORIDA



CERTIFICATE OF CORPORATE RESOLUTION

The undersigned, being the duly acting and appointed Secretary of Center for the Study of Independent Living, Inc. ("corporation") a not-for-profit corporation organized and existing under the laws of the State of Florida DO HEREBY CERTIFY that, a meeting of the Board of Directors of the Corporation, duly held on June 4, 2012, a quorum being present, the following resolutions were adopted, and that the said resolutions have been entered upon the regular minute book of the corporation, are in accordance with its by-laws and are now in full force and effect, to wit:

RESOLVED, that the corporation has amended Article V and VII, Subscribers and Directors of Incorporation of Center For The Study Of Independent Living, Incorporated, by adding Martha Cano as Chief Financial Officer and David Forman as Chief Executive Officer as subscribers and directors of the corporation.

RESOLVED, that the corporation has amended Article II, Purposes of the Articles of Incorporation of Center For The Study Of Independent Living, Incorporated, by adding the additional clause that falls under the original scope and purpose of the Non-profit organization:


To help provide resources, direction, programs, and services to improve the health, education, support care, rehab, habilitation, residential services, and quality of life for people who have complex medical and functional needs. Work to ensure that individuals with disabilities are, where and when possible, able to remain at home and live within a community. Assist in securing quality series and resources to maximize the person with a disability potential through evaluation, treatment, and maintenance. To use a multi-disciplinary approach, revolving around and including the family to ensure the development of a personalized plan of care, evaluate the individual's current status and future needs, home environment, family support, medical and therapeutic equipment, and supplies. Assist in family on answering some of the most complicated questions, reduce uncertainty, and provide them with a plan they can follow, and services they can use to provide guardianship, case management, educational, recreational, therapeutic, and other services.

I FURTHER CERTIFY that the foregoing resolutions are fully in accordance with and pursuant to the by-laws of the corporation.

I FURTHER CERTIFY that the following persons, whose genuine signatures appear below, are officers of or authorized signers for the corporation in the capacity set opposite their respective signatures, to wit:

{Signature on the next page}

Lawrence Forman President
(print name)


(signature)

Darlene M Carrothers Vice-Pres.
(print name)

Darlene M Carrothers
(signature)

Patricia D Evans Secretary
(print name)

Patricia D Evans
(signature)

MARTHA CANO Treasurer
(print name)

Martha Cano
(signature)