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GREENBERG TRAUERIG

NO. 242

P. 3

N 93000004334

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

RONALD MCDONALD HOUSE CHARITIES OF CENTRAL FLORIDA,

Certificate of Status	0
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Amend & Rest.

Re 1/11/05

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GREENBERG TRAURIG

NO. 242 P. 1

GREENBERG
ATTORNEYS AT LAW
TRAURIG

Transmittal Cover Sheet

TO

Company Florida Department of State

Fax Number 850-205-0380

Phone Number

FROM Marcy Pine

File Number 99905.020696

Comments Per your attached letter of 12/28/04, all corrections have been made per your request in the attached document.

Thank you for your help.

Date January 10, 2005

Time

No. Pages Including this cover sheet 7

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 28, 2004

RONALD MCDONALD HOUSE CHARITIES OF CENTRAL FLORIDA, INC
2201 ALDEN RD
ORLANDO, FL 32803US

SUBJECT: RONALD MCDONALD HOUSE CHARITIES OF CENTRAL FLORIDA, INC.
REF: N93000004334

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

Please review the name of the corporation referenced in Article I for accuracy. It was unclear with the similarity of the name if it was an error or if the corporate name was being changed.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6957.

Pamela Smith
Document Specialist

FAX Aud. #: E04000253928
Letter Number: 704200071731

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**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
RONALD MCDONALD HOUSE CHARITIES OF CENTRAL FLORIDA, INC.**

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

Lou Ann De Voogd, being the President of RONALD MCDONALD HOUSE CHARITIES OF CENTRAL FLORIDA, INC., a Florida not for profit corporation (the "Corporation"), hereby certifies that:

1. The name of the Corporation is RONALD MCDONALD HOUSE CHARITIES OF CENTRAL FLORIDA, INC. The Corporation was incorporated on September 21, 1993.
2. These Amended and Restated Articles of Incorporation restate and integrate and amend the provisions of the Corporation's Articles of Incorporation.
3. The terms and provisions of these Amended and Restated Articles of Incorporation were adopted by the directors of the Corporation pursuant to a meeting of directors on November 2, 2004, 2004. Member approval was obtained at a special meeting of the members on November 2, 2004.
4. Pursuant to Section 617.1002 and Section 617.1007, of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation, is hereby amended and restated to read in its entirety as follows:

ARTICLE I. NAME

The name of this corporation is: RONALD MCDONALD HOUSE CHARITIES OF CENTRAL FLORIDA, INC. (the "Corporation").

ARTICLE II. PURPOSE

The general nature of the objectives and purposes of this Corporation shall be:

- A. The Corporation is organized and shall be operated exclusively for charitable purposes.
- B. This Corporation shall not be operated for the pecuniary or business profit of its members, directors, officers or any other individuals connected with this Corporation.
- C. Making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the U. S. Internal Revenue Code of 1986 as amended (hereinafter "Code").
- D. To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, for said charitable purpose as the board of directors in their discretion may determine.
- E. To borrow money and to issue evidence in the furtherance of any and all of the objects of its non-profit purposes, and to secure loans by mortgage, pledge, deed of trust or other lien.
- F. To engage in any kind of activity and to enter into, perform and any carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation.

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G. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

H. To construct, own and operate one or more "Ronald McDonald Houses" to provide housing and other assistance for families of patients being treated at community medical facilities.

ARTICLE III. MEMBERS

The Corporation shall have no members. All previous memberships granted by the Corporation are hereby terminated.

ARTICLE IV. TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The business affairs of this Corporation shall be managed by the board of directors. This Corporation shall have such number of directors as provided for in the Corporation's Bylaws, but in no case shall the Corporation have less than three (3) directors.

Section 2. Members of the board of directors shall be elected and hold office in accordance with the Bylaws of the Corporation.

ARTICLE VI. BYLAWS

Section 1. The board of directors of this Corporation shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary, from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded in accordance with the provisions set forth in the Bylaws.

ARTICLE VII. AMENDMENTS TO ARTICLES OF INCORPORATION

Articles of Incorporation may be amended at any regular meeting or special meeting of the board of directors called for that purpose by two-thirds ($\frac{2}{3}$) of vote of all the directors eligible to vote.

ARTICLE VIII. LOCATION AND PRINCIPAL OFFICE

The location of this Corporation shall be in Orange County, Florida and the initial principal office address shall be 2201 Alden Road, Orlando, Florida 32803.

ARTICLE IX. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or private individuals, but 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 II hereof. It is intended that this Corporation shall have and continue to have the status of a Corporation which is exempt from federal taxation under Section 501(a) of the Code, and as an organization described in Section 501(c)(3) hereof.

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These Articles of Incorporation shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Notwithstanding anything to the contrary hereinbefore contained, the Corporation shall make distributions for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code; and the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of said Code), retain any excess business holdings (as defined in Section 4943(c) of said Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code, or make any taxable expenditures (as defined in Section 4045(d) of said Code).

Section 3. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational or scientific purposes to such 'qualified' organization or organizations as the board of directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article IX only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Sections 170(c)(2)(B) and 501(c)(3) of the Code.

Section 4. The following actions shall require a vote of such number of directors as is specified in the Bylaws:

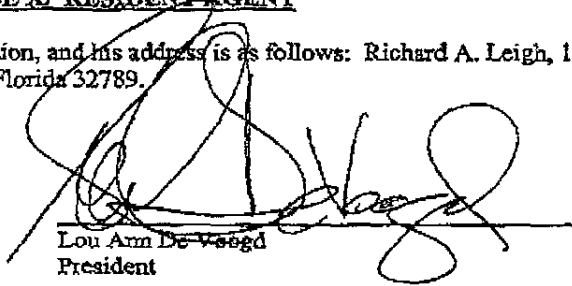
- (A) Liquidation or dissolution of the Corporation;
- (B) Merger, consolidation or transfer of substantially all the assets of the Corporation; and
- (C) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or adoption of new Articles of Incorporation.

Section 5. Any reference in these Articles of Incorporation to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law.

ARTICLE X. RESIDENT AGENT

The resident Agent of this Corporation, and his address is as follows: Richard A. Leigh, 1031 W. Morse Boulevard, Suite 350, Winter Park, Florida 32789.

DATED December 16, 2004.



Lou Ann De Vos
President

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ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, having been named to accept service of process for RONALD MCDONALD HOUSE CHARITIES OF CENTRAL FLORIDA, INC., at the place designated in the Amended & Restated Articles of Incorporation of said Corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


Richard A. Leigh
Resident Agent