

N94000000081

Floridians for Improved Elderly Care, Inc.

6287 Bahia del Mar Circle

Suite 1301

St. Petersburg, FL 33715

(727) 867-7703

May 14, 2002

Florida Dept. of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/16/02--01060--004
*****35.00 *****35.00

Re: Floridians for Improved Elderly Care, Inc.

Pursuant to Florida Chapter 617, Florida Statutes, enclosed please find the Amended and Restated Articles to the Articles Of Incorporation for Floridians for Improved Elderly Care, Inc. The Board of Directors adopted the above on May 9, 2002.

Enclosed is our check in the amount of \$35.00 to cover the filing fee for the Amended and Restated Articles to the Articles Of Incorporation. Should there be any questions, I may be contacted at the address and telephone number above.



Edward D. Forman
Director and Treasurer

FILED
02 JUN -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12

Amended & Restated

T BROWN JUN - 4 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 22, 2002

EDWARD D. FORMAN
FLORIDIANS FOR IMPROVED ELDERLY CARE, INC
6287 BAHIN DEL MAR CIRCLE, SUITE 1301
ST. PETERSBURG, FL 33715

SUBJECT: FLORIDIANS FOR IMPROVED ELDERLY CARE, INC.
Ref. Number: N94000000081

We have received your document for FLORIDIANS FOR IMPROVED ELDERLY CARE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 402A00032903

RECEIVED
02 JUN - 3 PM 11:25
DIVISION OF CORPORATIONS

Floridians for Improved Elderly Care, Inc.

6287 Bahia del Mar Circle

Suite 1301

St. Petersburg, FL 33715

(727) 867-7703

May 28, 2002

Florida Dept. of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Floridians for Improved Elderly Care, Inc.
Ref. Number: N94000000081
Letter Number: 402A00032903

In response to your letter dated May 22, 2002 and noted above, which referred to the Amended and Restated Articles of Incorporation. The restatement contains amendments requiring member approval. The Board of Directors adopted the amendments on May 9, 2002 and the number of votes cast for the amendments was sufficient for approval.

Enclosed are the returned documents and a copy of your letter of May 22, 2002.

A handwritten signature in black ink, appearing to read 'Edward D. Forman', with a large circular flourish at the end.

Edward D. Forman
Treasurer/Director

**AMENDED AND RESTATED ARTICLES
To The ARTICLES OF INCORPORATION**

FOR

FLORIDIANS FOR IMPROVED ELDERLY CARE, INC.

FILED
02 JUN -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Amended and Restated Articles of Incorporation were adopted by the Board of Directors and Members on May 9, 2002 and the number of votes cast for the amendments were sufficient for approval.

ARTICLE 1

NAME

The name of the corporation shall be: Floridians for Improved Elderly Care, Inc.

ARTICLE 11

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

1. The principal place of business of this corporation in this State is:

6287 Bahia del Mar Circle
Suite 1301
St. Petersburg, FL 33715

2. The mailing address of this corporation is:

6287 Bahia del Mar Circle
Suite 1301
St. Petersburg, FL 33715

ARTICLE 111

PURPOSE

1. This corporation is organized exclusively within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent United States Internal Revenue Law.

2. The specific and primary purpose for which this corporation is formed is to support the work of the Office of Long-Term Ombudsman, a public agency of the State of Florida, Created pursuant to s. 3, Ch. 93-177, Laws of Florida, as an advocacy agency to promote and defend the rights of frail elderly residents of long-term care facilities. The objects and purposes to be exclusively transacted and carried on are:

(a) To encourage, solicit, accept and receive gifts, grants, donations, bequest and devises, and to become the beneficiary of any trust, and through its Board of Directors to serve as trustee for any funds or property and to manage, control and disburse same to, for, on behalf and in support of the Office of State Long-Term Care Ombudsman, the State Care Ombudsman Council, and the local Long-Term Care Ombudsman Councils, which are established pursuant to Chapter 400, Florida Statutes, as advocates for residents of long-term care facilities.

(b) To issue awards, grants, gifts of money or other property, and bestow medals, citations of merit, or other associations, institutions, and public corporations that

make meritorious contributions to the advancement of the purposes of this corporation.

(c) To encourage, promote and increase interest, sensitivity, awareness, education, training and knowledge in long-term care issues.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The Board of Directors of this Corporation shall be appointed in the manner and hold office for such term as the by-laws shall provide.

ARTICLE V

LIMITATION OF POWERS

The corporate powers of this corporation are as provided in; s.617.0302, Florida Statutes (1992), unless limited as follows;

1. No funds, income, or other properties now or hereafter owned or acquired by this corporation shall ever be distributed as a dividend or profit to any member of this corporation, it being hereby enjoined that all assets of this corporation, however coming into its possession and control, shall be devoted exclusively to the objects and purposes herein set forth.

2. No part of the activities of this corporation shall be involved in lobbying or otherwise attempting to influence legislation. The corporation shall not participate, directly or indirectly, 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.

3. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Treasury Regulations there under as they now exist or as they may be hereafter amended.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

1. The street address of the corporation's registered office is:

6287 Bahia del Mar Circle
Suite 1301
St. Petersburg, FL 33715

2. The name of the corporation's registered agent at this office is
EDWARD D. FORMAN.

ARTICLE V11

INCORPORATOR

The name and street address of the incorporator for these Amended and Restated Articles is EDWARD D. FORMAN.

ARTICLE V111

BOARD OF DIRECTORS

The names and addresses of the Board of Directors, who shall hold office until the election or appointment of their successors are as follows:

<u>Names</u>	<u>Street Addresses</u>
Lucienne de Wette	2121 N. Ocean Blvd #1104-E Boca Raton, FL 33431
Edward Forman	6287 Bahia Del Mar Circle #1301 St. Petersburg, FL 33715
Ella Lawrence	327 Salvador Drive Port Charlotte, FL 33983
Janet L Findling	1409 Wekewa Nene Tallahassee, FL 32301

ARTICLE 1X

MEMBERSHIP

The Board of Directors of this Corporation shall be the members of this corporation. Thereafter, any person interested in furthering the purposes of the corporation through participation in the activities of the corporation shall be eligible for board membership in accordance with the terms and provisions of the by-laws of the corporation.

ARTICLE X

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Should this corporation be dissolved or otherwise terminated, the Board of Directors shall, after paying or making provisions for the payment of all debts of the corporation, distribute all the remaining assets and income of the corporation to the Office of State Long-Term Care Ombudsman, or to such other governmental board, council, committee, or agency as shall then be its functional equivalent, to be used for the purposes herein set forth, or for other public purposes. In the absence of any such board or agency, the Board of Directors shall dispose of all of the assets and income of the corporation exclusively for charitable, scientific, educational, or religious purposes

and qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, it being intended that no distribution payment shall be made which will impair or destroy the tax exempt status shall be allowed under any applicable laws or regulations.

ARTICLE X1

INDEMNIFICATION

The Corporation hereby indemnifies any Officer or Director, or former Officer or Director, from any liability, civil or criminal, including attorneys' fees and costs actually and reasonably incurred as a result of such action, that otherwise might be incurred or imposed during the good faith performance of official duties.

ARTICLE X11

BY-LAWS

The Board of Directors shall adopt by-laws for the Corporation. The by-laws may be amended, altered, or rescinded upon the vote of the Directors present at any meeting called for that purpose as provided by the by-laws.

ARTICLE X111

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors by a two-thirds (2/3) vote of those Directors present at any regular meeting or any special meeting called for such purpose. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way as to allow or cause any Member, Director, or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

IN WITNESS WHEREOF, has hereunto set her/his hand and deal this 9th day of May, 2002.

A handwritten signature in black ink, appearing to read 'EDWARD D. FORMAN', is written over a horizontal line.

EDWARD D. FORMAN
Treasurer/Director

CERTIFICATION OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **FLORIDIANS FOR IMPROVED ELDERLY CARE, Inc.**
2. The name and street address of the registered agent and office is:

**Edward D Forman
6287 Bahia del Mar Circle #1301
St. Petersburg, FL 33715**

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: May 9, 2002