

Lee IV C
Interfaith Volunteer Caregivers
CARING FOR THE ELDERLY



FILED
02 JUL 18 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Change of
Amend*

June 20, 2002

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

000006058400--0
-06/27/02--01022--016
*****43.75 *****43.75

Dear Sirs:

Please find attached the Amended Articles of Incorporation for Interfaith Volunteer Caregivers of Southwest Florida, Inc. formerly Ft. Myers Interfaith Volunteer Caregivers Program, Inc. Also enclosed you will find a Resolution Amending Articles of Incorporation and the Certificate of Amendment.

These articles have been amended pursuant to the provisions of section 617.1006, Florida Statutes, as a corporation not for profit.

Please file the originals and return the copies certified with the filing date.

The appropriate fee of \$43.75, made payable to the Department of State, has been included with this correspondence.

If you have any questions or need further information please do not hesitate to contact me at (239) 931-3240.

Respectfully Submitted,

Susan Anthony
Susan Anthony

Lee IV C
Interfaith Volunteer Caregivers
CARING FOR THE ELDERLY



St. Michael Lutheran Church
3595 Broadway Avenue, Fort Myers, FL 33901

Fort Myers Office
St. Michael Lutheran Church
3595 Broadway Avenue, Fort Myers, FL 33901
Phone (941) 936-4544



Member of



Faith in Action

Cape Coral Office
Epiphany Episcopal Church
2507 Del Prado Boulevard, Cape Coral, FL 33904
Phone (941) 573-8323

X00789, 00721, 00564, 00671



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 3, 2002

Susan Anthony-Lee IVC
St. Michael Lutheran Church
3595 Broadway Ave.
Ft. Myers, FL 33901

SUBJECT: FT. MYERS INTERFAITH VOLUNTEER CAREGIVERS PROGRAM,
INC.
Ref. Number: N95000004275

We have received your document for FT. MYERS INTERFAITH VOLUNTEER CAREGIVERS PROGRAM, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please remove d/b/a

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 302A00042086

July 16, 2002

Susan Anthony- Lee IVC
St. Michael Lutheran Church
3595 Broadway Ave.
Ft. Myers, FL 33901

Florida Department of State
Division of Corporations
Attn.: Annette Ramsey, Corporate Specialist
P. O. Box 6327
Tallahassee, FL 32314

Ref. Number: N95000004275, Letter Number 302A00042086
Subject: Ft. Myers Interfaith Volunteer Caregivers Program, Inc.

Dear Ms. Ramsey,

Per your request dated July 3, 2002, I have corrected the Articles of Incorporation as stated.

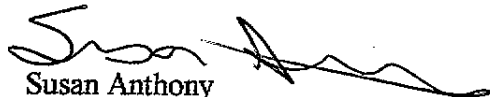
Please note that the member issue was dealt with in Article X, Sections 10.1 and 10.2.

Also in the actual Articles of Incorporation all references to the dba Lee Interfaith Volunteer Caregivers have been removed. Per legal advise we have left the reference to the dba in the Resolution Amending Articles of Incorporation, and in the Certificate of Amendment due to an endowment we have established at a local community foundation and donations that have been made to said in both the corporate name and the dba. Additionally, there may be the possibility that we have been named in various planned giving instruments and wills in either the former corporate name or under the dba. Leaving these references in the aforementioned documents will help prevent legal issues in the event that items have been donated in the dba name of Lee Interfaith Volunteer Caregivers or Lee IVC. The name of the dba is on file at your office and was established under the proper guidelines.

Your agreement and cooperation in this matter is greatly appreciated. I will await a certified copy of these amendments and the filing date with your office.

If you have any questions, need further information or wish to discuss this matter further please do not hesitate to call me at 941-931-3240.

Respectfully submitted,


Susan Anthony

DIVISION OF CORPORATIONS

02 JUL 18 AM 8:56

RECEIVED

AMENDED ARTICLES OF INCORPORATION
of
INTERFAITH VOLUNTEER CAREGIVERS OF SOUTHWEST FLORIDA, INC.
Formerly FT. MYERS INTERFAITH VOLUNTEER CAREGIVERS PROGRAM,
INC.
a Florida Non-Profit Corporation

FILED
02 JUL 18 AM 11:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of INTERFAITH VOLUNTEER CAREGIVERS OF SOUTHWEST FLORIDA, INC., formerly FT. MYERS INTERFAITH VOLUNTEER CAREGIVERS PROGRAM, INC., are hereby amended as follows, and they shall replace the original Articles of Incorporation in their entirety:

ARTICLE I
Corporate Name And Address

1.1 The name of this corporation not for profit shall now be INTERFAITH VOLUNTEER CAREGIVERS OF SOUTHWEST FLORIDA, INC. Its former name was FT. MYERS INTERFAITH VOLUNTEER CAREGIVERS PROGRAM, INC. The principal business address of the corporations is c/o St. Michael Lutheran Church, 3595 Broadway, Ft. Myers, FL 33901, the mailing address is the same.

ARTICLE II
Purpose, Nature, Duration

- 2.1 The general nature of the objects and purposes of this corporation shall be:
- a.) Care for the frail elderly and provide support to their families;
 - b.) Help the homebound maintain their independence and improve their quality of life;
 - c.) Give non-medical support services to the frail elderly in need;
 - d.) Provide respite services for primary caretakers of elderly;
 - e.) Recruit and train volunteers to assist in the provision of these services.

2.2 This is a non-profit corporation, organized solely for the operation of a non-profit entity pursuant to the Florida Corporations Not for Profit Statutes, Chapter 617.

2.3 Notwithstanding any other provisions herein, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (a) of the Internal Revenue Code of 1986 as an organization described in Section 501 (c) (3) of such Code.

2.4 The term of existence of this corporation not for profit is perpetual.

ARTICLE III
Membership and Management of Corporate Affairs

3.1 The qualification of members, the election of officers and directors, the operation and the management of this corporation not for profit shall be as set forth in the Bylaws.

3.2 The Board of Directors may adopt classes of membership based on participation or other criteria as determined by the Board of Directors and in the manner provided in the by-laws.

ARTICLE IV
Board of Directors

4.1 This corporation not for profit shall have no more than fifteen (15) directors; the number of the directors may be increased or decreased, from time to time, by an amendment to the Bylaws of this corporation not for profit in the manner provided by these Articles and the Bylaws, but shall never be less than three (3).

4.2 The names and addresses the of the current directors of this corporation not for profit are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jon Zehnder President	Pastor, St. Michael Lutheran Church 3595 Broadway Ft. Myers, FL 33901
Maureen Oravec, Immediate Past President	The Palms 2674 Winkler Ave. Ft. Myers, FL 33901
Marian Geiger Vice President	1366 Burtwood Dr., Ft. Myers, FL 33901
Michael Roach Treasurer/Secretary	1342 Colonial Blvd., Suite K-120 Ft. Myers, FL 33907
Ronald Dillman	4604 Flagship Dr., #301 Ft. Myers, FL 33919

4.3 Directors shall be elected and hold office as provided in the Bylaws. The Directors shall elect from among themselves such officers as established by the Board of Directors. The Secretary shall also act as Secretary to the Board.

4.4 The members of the Board of Directors do not have to be members of the corporation.

ARTICLE V

Officers

5.1 The officers of the corporation shall be a president, immediate past president, vice president, secretary, and treasurer, and such other officers as the Board of Directors may establish from time to time or as provided in the Bylaws.

5.2 The office of secretary and treasurer may be combined in accordance with the Bylaws.

5.3 The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VI

Distribution of Assets

6.1 Upon dissolution of this corporation not for profit, 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Code), as the members of the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Earnings & Activities of Corporation

7.1 No part of the net earnings, income or profit of this corporation not for profit shall inure to the benefit of, or be distributable to its members, officers, directors, except that the corporation shall be authorized and empowered to reimburse authorized expenses related to the activities of the Corporation.

7.2 Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code (or for the corresponding provisions of any future Internal Revenue Code provision) or any other provisions of law to the contrary.

7.3 Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

Dedication of Assets

8.1 The property of this corporation not for profit is irrevocably dedicated to its specific purpose(s), and no part of the net income or assets of this corporation shall ever inure to the benefit of any officer or member thereof, or to the benefit of any private individual.

ARTICLE IX

Amendment of Bylaws

9.1 Bylaws of this corporation shall be made, amended, rescinded, added to and adopted by a resolution of a majority of the board members present at any annual, regular, or duly called special meeting, provided, that such notice of the proposed amendment to the Bylaws shall be given to the board members in writing at least 10 days before the meeting. A quorum for such meeting shall be as provided in the Bylaws. Amendments to the Bylaws may be proposed as provided in the Bylaws.

ARTICLE X

Amendment of Articles

10.1 Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by the Board of Directors and approved by a majority of the board members present at any annual, regular, or duly called special meeting, provided, that such notice of the proposed amendment to these Article shall be given to the board members in writing at least 10 days before the meeting. A quorum for such meeting shall be as provided in the Bylaws. Per the current Bylaws of the Corporation, which were revised and adopted January 21, 1999, members of the corporation are not members of the Board of Directors. Articles of Incorporation may be amended by the vote of a majority (2/3rds) of the Board of Directors. Per the original Articles of Incorporation amendments to the articles are to be amended at a meeting for this purpose and must be adopted by (2/3rds) of the Board of Directors, who do not have to be, but may be members of the corporation.

10.2 Therefore be it hereby noted that there are no members other than Board Members that are entitled to vote on Amendments of Articles of Incorporation. Further note that these Amendments to these Articles of Incorporation where duly and lawfully adopted on the 20th of June, 2002 by the majority of the Board of Directors per the existing Articles of Incorporation and per the Bylaws.

ARTICLE XI
Registered Agent and Registered Office

11.1 The registered agent and registered office of this corporation not for profit shall remain as currently filed with the Department of State and as changed from time to time in accordance with Florida Law.

RESOLUTION AMENDING ARTICLES OF INCORPORATION

Whereas, a meeting of the Board of Directors of the Ft. Myers Interfaith Volunteer Caregivers Program, Inc., dba Lee Interfaith Volunteer Caregivers, was duly called for the purpose of amending the Articles of Incorporation, on June 20, 2002, and,

Whereas, said meeting was called by written notice that stated the purpose thereof was to propose Amended Articles of Incorporation to the Board of Directors, and,

Whereas, the said meeting was attended by more than a quorum of directors as provided in the Bylaws of the corporations, and,

Whereas, the Board of Directors is familiar with the proposed Amended Articles of Incorporation and was able to fully discuss same, and,

Whereas, the Board of Directors is satisfied that the requirements of the Articles of Incorporation have been met in order to amend the current Articles of Incorporation,

Now therefore be it resolved as follows:

1. The proposed Amended Articles of Incorporation are attached hereto and made a part of this resolution.
2. The proposed Amended Articles of Incorporation as attached are adopted and approved.
3. The Registered Agent for the corporation is requested to take the necessary steps to file the Amended Articles of Incorporation with the Department of State, Corporate Division, Tallahassee, Florida, forthwith.
4. The corporation shall henceforth be known as Interfaith Volunteer Caregivers of Southwest Florida, Inc., and shall be governed by the Amended Articles of Incorporation once filed in Tallahassee.

Adopted in an open meeting of the Board of Directors of Ft. Myers Interfaith Volunteer Caregivers Program, Inc., dba Lee Interfaith Volunteer Caregivers, in Fort Myers, Florida this 20th day of June, 2002.

There is no corporate seal
therefore the signatures below
shall represent the corporation in lieu
of a corporate seal.

By: _____

Jon Zehnder, President

Attest: _____

Michael Roach, Secretary/Treasurer

The undersigned directors join in the adoption of this Resolution:

Maureen Oravec
Maureen Oravec, Immediate Past Pres.

Marian Geiger
Marian Geiger, Vice President

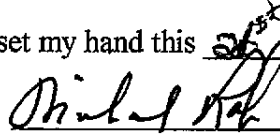
Ronald Dillman
Ronald Dillman

CERTIFICATE OF AMENDMENT

I, the undersigned, MICHAEL ROACH, do hereby certify that I am the Secretary of Ft. Myers Interfaith Volunteer Caregivers Program, Inc., dba Lee Interfaith Volunteer Caregivers, as aforesaid; that at a meeting of the directors of the corporation held on the 20th day of June, 2002, Ft. Myers Interfaith Volunteer Caregivers Program, Inc., dba Lee Interfaith Volunteer Caregivers, a Florida Non-Profit Corporation, as filed with the Secretary of State of Florida on September 7, 1995; and a copy of the proposed Amended Articles of Incorporation is attached hereto and made a part hereof.

I hereby further certify that the said directors meeting held on the 20th day of June, 2002, was called for the purpose of amending the Articles of Incorporation, that the proposed Amended Articles of Incorporation were circulated to the board of directors in advance, that written notice of the meeting was given to all directors as provided in the Bylaws, that a quorum of directors was present for said meeting and that the proposed Amended Articles of Incorporation were adopted by a two-thirds (2/3) vote of those directors present, all in accordance with Article IX of the current Articles of Incorporation.

In witness whereof, I have hereunto set my hand this 21st day of June 2002.



MICHAEL ROACH, Secretary

**STATE OF FLORIDA
COUNTY OF LEE**

Sworn to and subscribed before me this 21st day of June, 2002, by MICHAEL ROACH, who is ✓ personally known to me or who produced Florida Driver's License Number as identification.

In witness whereof, I have hereunto set my hand and affixed my official seal at Fort Myers, Florida.

My Commission Expires:


Notary Public

