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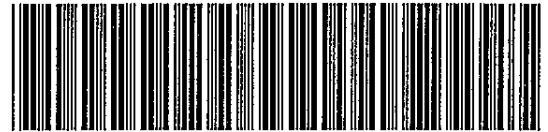
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ALABAMA, FL 32004

Susan Anthony
Faith In Action Caring For The Elderly
Of Southwest Florida, Inc.
3595 Broadway Ave.
Ft. Myers, FL 33901

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

Ref. Number: N95000004275

To Whom It May Concern:

Please file the attached Amended Articles of Incorporation for Interfaith Volunteer Caregivers of Southwest Florida, Inc., we are changing our name to Faith In Action Caring For The Elderly Of Southwest Florida, Inc.

Per legal advise we have left the reference to our old names and a former 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 all previous corporate names and the dba.

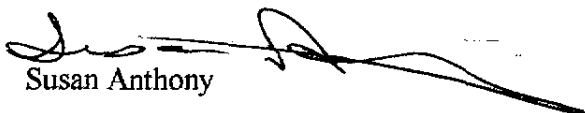
Additionally, there may be the possibility that we have been named in various planned giving instruments and will in either the former corporate names or under the dba.

Leaving these references in the aforementioned documents will help prevent legal issues in the event that items have been donated in the former corporate names or in the dba.

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. We have enclosed a check in the amount of \$51.75 to handle the charges for amending the articles, sending back a certified copy and for the cost of coping per your fee schedule.

If you have any question, need further information or wish to discuss this document further please do not hesitate to call me at 239-931-3240.

Respectfully Submitted,


Susan Anthony

AMENDED ARTICLES OF INCORPORATION
of
FAITH IN ACTION CARING FOR THE ELDERLY OF SOUTHWEST
FLORIDA, INC.
Formerly INTERFAITH VOLUNTEER CAREGIVERS OF
SOUTHWEST FLORIDA, INC.
Formerly FT. MYERS INTERFAITH VOLUNTEER CAREGIVERS
PROGRAM, INC.
a Florida Non-Profit Corporation

The Articles of Incorporation of FAITH IN ACTION CARING FOR THE ELDERLY OF SOUTHWEST FLORIDA, INC. formerly 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 FAITH IN ACTION CARING FOR THE ELDERLY OF SOUTHWEST FLORIDA, INC. formerly 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
Marian Geiger Vice President	1386 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
Helene Kramer	Hope Hospice and Palliative Care 9470 HealthPark Circle Ft. Myers, FL 33908

Dorothy Guigon

8301 Glenfinnan Circle
Ft. Myers, FL 33912

Reina Schalger

Gilman & Ciocia Tax & Financial Planning
8695 College Parkway, Suite 205
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 were 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 Interfaith Volunteer Caregivers of Southwest Florida, Inc., formerly 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 September 9, 2003, 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 Faith In Action Caring For The Elderly 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 Interfaith Volunteer Caregivers of Southwest Florida, Inc., formerly Ft. Myers Interfaith Volunteer Caregivers Program, Inc., dba Lee Interfaith Volunteer Caregivers, in Fort Myers, Florida this 9th day of Sept., 2003.

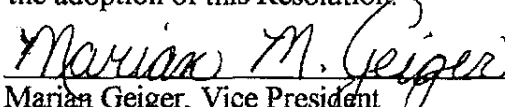
There is no corporate seal
therefore the signatures below
shall represent the corporation in lieu
of a corporate seal.

By: 
Jon Zehnder, President

Attest: 
Michael Roach, Secretary/Treasurer

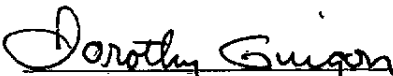
The undersigned directors join in the adoption of this Resolution:


Helene Kramer, Director

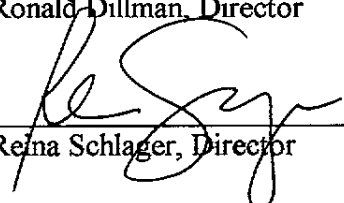

Marian Geiger, Vice President



Ronald Dillman, Director



Dorothy Guigon, Director



Reina Schlager, Director

CERTIFICATE OF AMENDMENT

I, the undersigned, MICHAEL ROACH, do hereby certify that I am the Secretary of Interfaith Volunteer Caregivers of Southwest Florida, Inc., formerly known as 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 9th day of September, 2003, Interfaith Volunteer Caregivers of Southwest Florida, Inc., a Florida Non-Profit Corporation, as filed with the Secretary of State of Florida on July 18, 2002 and originally 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 9th day of September, 2003, 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 9th day of Sept 2003.


MICHAEL ROACH, Secretary

**STATE OF FLORIDA
COUNTY OF LEE**

Sworn to and ~~subscribed~~ before me this 9th day of Sept, 2003, 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



Robin L. Laurenti
Commission # DD134024
Expires July 15, 2006
Bonded Thru
Atlantic Bonding Co., Inc.