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TALLAHASSEE, FL 32301-2607
904 222 9171
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800-342-8086

N960000003877



PROFESSIONAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 029883 85063A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 24, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 029883

CUSTOMER NO: 85063A

FILED JUL 24 1996
TALLAHASSEE, FLORIDA
FBI

CUSTOMER: Robert W. Darnell, Esq
ROBERT W. DARNELL, ESQ

2033 Main Street, Suite 406

Sarasota, FL 34237

DOMESTIC FILING

NAME: THE GREATER SARASOTA SERTOMA
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

JMC
7.24.96

FILED
JUL 24 PM 12:46
TALLAHASSEE, FLORIDA
FBI

ARTICLES OF INCORPORATION

OF

THE GREATER SARASOTA SERTOMA FOUNDATION, INC.

(a Florida Not-for-Profit Corporation)

The undersigned, acting as incorporator, for the purpose of forming a Not-For-Profit Corporation pursuant to Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is:

THE GREATER SARASOTA SERTOMA FOUNDATION, INC.

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation shall be:

2033 Main Street, Suite 406
Sarasota, FL 34237

FILED
95 JUL 24 PM 12:46
TALLAHASSEE FLORIDA

ARTICLE III

Purpose

The specific purposes for which the corporation is organized are:

(1) to raise, receive and maintain a fund or funds of real property and/or personal property, and to administer and distribute said fund or funds, including any income generated therefrom, exclusively for charitable or educational purposes to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or any other subsequent federal tax laws regulating tax exempt organizations.

(2) to raise funds which shall be used for and/or paid to the GREATER SARASOTA SERTOMA CLUB, a nationally chartered tax exempt organization currently in existence, in support of their juvenile speech and language clinic.

(3) to provide funding for endowments and/or scholarships which relate to the support and education of children and young adults with speech, language or other communication skill needs.

(4) to operate exclusively in any other manner for charitable or educational purposes as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code, as amended, or any other corresponding provisions of any subsequent federal tax laws regulating tax exempt organizations.

ARTICLE IV

Manner of Election of Directors

The manner in which the directors are elected or appointed shall be governed by the Bylaws.

ARTICLE V

Initial Directors

This Corporation shall have five (5) Directors initially. The name and address of each member of the first Board of Directors is:

Robert W. Darnell
2033 Main Street, Suite 406
Sarasota, FL 34236

Richard E. Cooley, II
1515 Ringling Blvd., Suite 890
Sarasota, FL 34236

Chris Kofler
4420 Independence Court
Sarasota, FL 34234

Craig Phillips
1217 S. Tamiami Trail
Sarasota, FL 34239

Robert H. Piper, Jr.
330 S. Pineapple Ave., Suite 102
Sarasota, FL 34236

ARTICLE VI

Limitation of Corporate Powers

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VIII

Initial Registered Agent and Street Address

Robert W. Darnell
2033 Main Street, Suite 406
Sarasota, FL 34237


ARTICLE VIII

Incorporator

The names and street addresses of the incorporator for these Articles of Incorporation is:

Robert W. Darnell
2033 Main Street, Suite 406
Sarasota, FL 34237

The undersigned incorporator has executed these Articles of Incorporation this 23 day of July, 1996.



ROBERT W. DARNELL
Incorporator

Having been named as Registered Agent and to accept service of process for THE GREATER SARASOTA SERTOMA FOUNDATION, INC., at the place designated in the Articles, 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.

Date: 7/23/96



ROBERT W. DARNELL
Registered Agent

(RWD:cwa:11603)a01

N96000003877



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 266667 85063A

AUTHORIZATION :

COST LIMIT : \$ PPD

97 FEB 23 10:29 AM '97

ORDER DATE : February 20, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 266667-005

CUSTOMER NO: 85063A

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-02/20/97--01074--006
*****35.00 *****35.00

CUSTOMER: Robert W. Darnell, Esq
Robert W. Darnell, Esq
2033 Main Street, Suite 406
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: THE GREATER SARASOTA SERTOMA FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS FEB 24 1997

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: _____

Turffs, Persson, Smith & Darnell

Attorneys and Counselors At Law
A Partnership of Professional Associations
2033 Main Street, Suite 406
Sarasota, Florida 34237
Telephone (941) 365-4950
Facsimile (941) 365-3259

Robert E. Turffs
David P. Persson
Kevin P. Smith
Robert W. Darnell
Barbara B. Levin

David D. Davis
Of Counsel

* Board Certified Civil Trial

February 18, 1997

1603-1

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: THE GREATER SARASOTA SERTOMA FOUNDATION, INC.

Dear Sir or Madam:

Enclosed please find original and duplicate Articles of Amendment for the above-referenced Corporation, together with a check in the amount of \$35.00 to cover the filing of same.

We would appreciate your returning to us the copy, with your date of filing stamped thereon, via the CSC Networks courier.

TURFFS, PERSSON, SMITH & DARNELL

By: 
Robert W. Darnell

RWD:cw
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1997

CSC

TALLAHASSEE, FL

SUBJECT: THE GREATER SARASOTA SERTOMA FOUNDATION, INC.
Ref. Number: N96000003877

We have received your document for THE GREATER SARASOTA SERTOMA FOUNDATION, 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):

The document must state that member approval was not required or that there are no members.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 497A00009302

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

THE GREATER SARASOTA SERTOMA FOUNDATION, INC.

(a Florida Not-for-Profit Corporation)

FILED
97 FEB 23 11 03 AM '97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, ROBERT W. DARNELL, President and Chairman of the Board of Directors, of THE GREATER SARASOTA SERTOMA FOUNDATION, INC. certifies that:

1. I am the President and Chairman of the Board of Directors of THE GREATER SARASOTA SERTOMA FOUNDATION, INC., a Florida Not-for-Profit Corporation, which Articles of Incorporation were filed with the Secretary of State, State of Florida, on July 24, 1996.

2. The following amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors, at a special meeting at which all of the Directors were present and voting throughout, duly called for the purpose of adopting this Amendment and held on February 17, 1997, and member approval was not required.

3. The Articles of Incorporation are hereby amended to read as follows:

"ARTICLE VI

Limitation of Corporate Powers

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization

exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IX

Dissolution of Corporation

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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."

IN WITNESS WHEREOF, the undersigned President and Chairman of the Board of Directors of the Corporation have executed these Articles of Amendment this 17 day of Feb., 1997.


ROBERT W. DARNELL, President and
Chairman of the Board of Directors