

N9600005784
PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.
A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW

<http://pavesegarner.com>

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DAVID I. BECKETT
(941) 336-6256
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PLEASE REPLY TO
FORT MYERS OFFICE

March 16, 1998

Department of State
Divisions of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

600002459496--6
-03/17/98--01055--001
*****35.00 *****35.00

RE: Restated and Amended Articles of Incorporation of
Rape Trauma Center, Inc., a Florida not for profit corporation

Dear Sir or Madame:

Enclosed please find two (2) executed copies of the Restated and Amended Articles of Incorporation of Rape Trauma Center, Inc., a Florida not for profit corporation. These Restated and Amended Articles were unanimously approved by the members and Board of Directors of Rape Trauma Center, Inc. on March 11, 1998, and were executed by its secretary, Linda Summers.

Also enclosed is a check for \$35.00 for the filing fee pursuant to section 617.0122(11) of the Florida Statutes.

Please acknowledge the filing of these Restated and Amended Articles of Incorporation by stamping or otherwise endorsing one of the enclosed executed copies and returning such copy in the stamped self-addressed envelope.

Should you have any questions regarding this filing, please call me at (941) 334-2195. Thank you for your attention to this matter.

Sincerely,



David. I. Beckett

Enclosures

4635 S. DEL PRADO BLVD.
P.O. BOX 88
CAPE CORAL, FLORIDA 33910-0088
(941) 542-3148
FAX (941) 542-8953

SUITE 203
4524 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33415
(561) 471-1366
FAX (561) 471-0522

461 S. MAIN STREET
P.O. DRAWER 2260
LaBELLE, FLORIDA 33975
(941) 675-5800
FAX (941) 675-4998

FILED
98 MAR 17 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM/DS
KRP 3/19

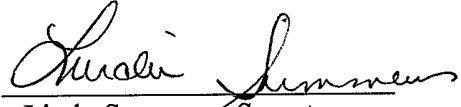
**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
RAPE TRAUMA CENTER, INC.**

The undersigned corporation hereby submits these Restated and Amended Articles of Incorporation for the purpose of integrating into one document its original articles of incorporation and also for the purpose of amending its articles of incorporation:

1. The name of the corporation is Rape Trauma Center, Inc.
2. Attached hereto as an exhibit are the restated and amended articles of incorporation, which contain an amendment to the articles of incorporation requiring member approval.
3. The restated and amended articles of incorporation were adopted by its members on the 11th day of March, 1998, by unanimous vote and in the manner prescribed by law.

This the 11th day of March, 1998.

RAPE TRAUMA CENTER, INC.

By: 
Linda Summers, Secretary

FILED
98 MAR 17 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
RAPE TRAUMA CENTER, INC.**

The undersigned Corporation hereby submits these Articles of Incorporation as its Restated and Amended Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation is RAPE TRAUMA CENTER, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II
NON PROFIT CORPORATION**

The Corporation is a not for profit corporation organized under the laws of the State of Florida.

**ARTICLE III
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 2023 Jeffcott Street, Fort Myers, Florida 33901, and the mailing address is P.O. Box 6548, Fort Myers, Florida 33911.

**ARTICLE IV
PURPOSES**

Section 4.01. The Corporation is organized exclusively for charitable, scientific and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code, and is not organized, nor shall it be operated, for the benefit of any private interest.

Section 4.02. Notwithstanding any other provision of these Articles of Incorporation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one of more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

- b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.
- c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- d. The Corporation is organized pursuant to the Florida Not for Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE V **MEMBERSHIP**

The Corporation shall have no voting members.

ARTICLE VI **REGISTERED AGENT**

The initial Registered Agent of the Corporation is GLORY WILLIAMS, whose street address is 2023 Jeffcott Street, Fort Myers, Florida 33901. By her signature below, she accepts designation as Registered Agent for the Corporation.

ARTICLE VII **DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of those people who are to serve as the initial Directors are:

Name

Address

AMANDA GOFF

Lee Memorial Hospital
P.O. Drawer 2218
Fort Myers, FL 33902

CONNIE BOYD

Columbia Regional Medical Center
2727 Winkler Avenue
Fort Myers, FL 33901

LINDA SUMMERS

University of South Florida
8111 College Parkway
Fort Myers, FL 33919

BONNIE J. DEWAR

2804 Del Prado Blvd., Suite 103
Cape Coral, FL 33904

GLORY WILLIAMS

Rape Trauma Center, Inc.
P.O. Box 6548
Fort Myers, FL 33911

The election of Directors shall be determined as provided for in the By-Laws.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any by-law, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE IX
LIMITATION ON SCOPE OF LIABILITY


No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.

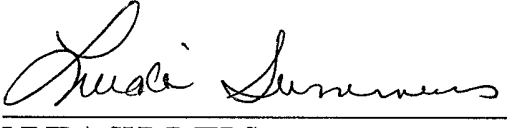
ARTICLE X
INCORPORATORS

The name and address of the sole incorporator of the Corporation is GLORY WILLIAMS, 2023 Jeffcott Street, Fort Myers, Florida 33901.

DATED this 12th day of March, 1998.



GLORY WILLIAMS
Registered Agent



LINDA SUMMERS
Secretary