

N97000002405

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BASIC AMENDMENT
DREAM-A-WISH, INC.

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Amended & Resubmitted



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 4, 2003

DREAM-A-WISH, INC.
232 SAND PEBBLE CIRCLE
PORT ORANGE, FL 32129

SUBJECT: DREAM-A-WISH, INC.
REF: N97000002405

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Teresa Brown
Document Specialist

FAX Aud. #: H03000310408
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DREAM-A-WISH, INC.
(A Florida Not-For-Profit Corporation)**

FILED
03 NOV -5 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to a resolution duly adopted by its Board of Directors on Oct. 18, 2003 Dream-A-Wish, Inc., a Florida not-for-profit corporation (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation which amend and restate each of the provisions of the original Articles of Incorporation of the Corporation filed with Secretary of State of Florida on April 28, 1997.

ARTICLE I

Name

The name of this Corporation shall be: Dream-A-Wish, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of the corporation is 232 Sand Pebble Circle, Port Orange, Florida 32129.

ARTICLE III

Purpose

The purpose for which the corporation is formed is to fulfill dreams of selected children in Central Florida who are suffering from life-threatening illnesses, who are severely handicapped, or who have special needs as determined by the Board of Directors.

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make

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payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

ARTICLE IV

Directors

The directors shall be elected or appointed as provided in the corporation By-Laws. These amended Articles were approved by the Board of Directors and an affirmative vote of the members is not required.

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ARTICLE V

Non-Profit Nature

The corporation shall not exist or be operated for pecuniary profit, and no part of the net earnings of the corporation or the net assets upon liquidation shall inure to the benefit of any member. The corporation may, however, reimburse its members for actual expenses incurred for or in behalf of the corporation, and may pay compensation in a reasonable amount to its members for actual services rendered to the corporation, as permitted by law.

ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of the Corporation is 232 Sand Pebble Circle, Port Orange, Florida 32129 and the name of its initial registered agent at that address is Woodrow "Woody" Keiser.

ARTICLE VII

Incorporator

The name and residence address of the sole incorporator is Woodrow "Woody" Keiser, 232 Sand Pebble Circle, Port Orange, Florida 32129.

IN WITNESS WHEREOF, the undersigned does hereby execute and acknowledge these Amended and Restated Articles of Incorporation, this 4th day of NOV., 2003.

By: _____
Print: Woodrow Keiser
Title: CEO