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Division of Corporations

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BASIC AMENDMENT SOUTH COUNTY PEOPLE FOR LIFE, INC.

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Estimated Charge	\$43.75

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH COUNTY PEOPLE FOR LIFE, INC.**

The undersigned Florida Not For Profit Corporation hereby adopts the following Amended and Restated Articles of Incorporation as permitted by Florida Statute 617.1007, the same having been duly approved by the vote of the members of the Corporation.

**I
NAME**

The name of the corporation, hereinafter called the "Corporation," shall be **SOUTH COUNTY PEOPLE FOR LIFE, INC.**

**II
PLACE OF BUSINESS/MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be 251 Hammock Terrace, Venice, Florida 34293.

**III
PURPOSE**

The purpose for which the Corporation is to be organized is exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the foregoing purposes of the Corporation.

**IV.
REGISTERED AGENT**

The registered office of the corporation and the name of its registered agent to accept service of process within the State is Judith Delaney, located at 251 Hammock Terrace, Venice, Florida, 34293.

Michael D. Horlick, Esq.
1314 E. Venice Ave., Ste. D
Venice, FL 34292
(941) 484-5656
FL Bar #: 0292583

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**V.
LIMITATIONS AND RESTRICTIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, 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 or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to social welfare organizations which would then qualify under the provisions of Section 501(c)(4) of the Internal Revenue Code or to the Regulations thereunder as they now exist or as they may hereinafter be amended, or to charitable, religious, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or Director of the Corporation or to any private individual.

**VI.
TERM**

This Corporation shall exist perpetually.

**VII.
MEMBERS**

The membership of the Corporation and voting rights of members shall be as determined by the Bylaws of the Corporation.

**VIII.
DIRECTORS**

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.

B. Directors of the Corporation shall serve for such terms and, at the annual meeting of members of the Corporation, be elected and hold office in the manner, as determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

C. The names and addresses of the members of the current Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Dwight L. Dolby	642 N. Auburn Road Venice, Florida 34292
Carolyn Thomas	4293 Spicetree Street Venice, Florida 34293
Judith Delaney	251 Hammock Terrace Venice, Florida 34293

**IX.
OFFICERS**

A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.

B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law), and such other officers as may be provided in the Bylaws of the Corporation.

C. The officers shall serve for such terms and, at the annual meeting of the members of the Corporation, be elected and hold office in the manner, as determined by the Bylaws of the Corporation.

D. The names of the officers who shall serve until their successors are elected by the Members are as follows:

Judith Delaney	President
Paul Thomas	Vice President
Patricia Banting	Treasurer
Dwight L. Dolby	Secretary

**X.
BYLAWS**

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Board of Directors may deem necessary from time to time.

**XI.
AMENDMENT**

The Articles of Incorporation may be amended by a majority vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments to the membership of the Corporation.

**XII.
DEFENSE AND INDEMNIFICATION OF
OFFICERS AND DIRECTORS**

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be in addition to other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 16 day of June, 1999.

SOUTH COUNTY PEOPLE FOR LIFE, INC.

By: Judith Delaney
President

and

By: Deborah L. Volney
Secretary

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SOUTH COUNTY PEOPLE FOR LIFE, INC.

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above not for profit Corporation at the office designated in the foregoing Amended and Restated Articles of Incorporation, I am familiar with and hereby accept the duties and responsibilities as Registered Agent for South County People for Life, Inc.

IN WITNESS WHEREOF, the undersigned, has executed this Consent on
June 16, 1999, 1999.

Judith Delaney
Judith Delaney, Registered Agent

SCNTYART.AMD