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April 30, 1999

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The Secretary of State  
Division of Corporations  
409 East Gain Street  
Tallahassee, Florida 32399

RE: AMENDMENT TO ARTICLES OF INCORPORATION  
OF THE STARTING PLACE CONSIGNMENT AND THRIFT SHOP, INC.

To Whom it May Concern:

Enclosed please find a signed Amendment to Articles of Incorporation of The Starting Place Consignment and Thrift Shop, Inc., a Non-Profit Corporation, and our trust check in the amount of \$87.50, which includes your fee of a certified copy of said amendment.

Further enclosed please find our self addressed, stamped envelope for your convenience.

If you have any questions or problems, please do not hesitate to contact the undersigned.

Very truly yours,

MARSHALL DOUGLAS PLATT, P.A.  
Attorney at Law

BY: M. D. Platt  
MARSHALL D. PLATT, ESQUIRE

MDP/kgs

Enclosures

*spoke to Christine  
5-12-99 about members  
DHS  
NC Amend  
5-12-99  
DHS*

FILED  
99 MAY -5 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
THE STARTING PLACE CONSIGNMENT AND THRIFT SHOP, INC.,  
A NON PROFIT CORPORATION**

**FILED**  
99 MAY -5 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, President and Secretary of THE STARTING PLACE CONSIGNMENT AND THRIFT SHOP, INC., a Florida Non Profit Corporation, hereby certify that the following resolution was adopted by the unanimous written consent of all of the Directors of the Corporation, by corporate action approved as of October 15, 1998, there are no members entitled to vote.

RESOLVED, that the entirety of the Articles of Incorporation of THE STARTING PLACE COLLECTIBLE AND THRIFT SHOP, INC., a Florida Non Profit Corporation, be amended in its entirety to read as follows:

"I, the undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this Corporation is THE STARTING PLACE COLLECTIBLE AND THRIFT SHOP, INC.

**ARTICLE II**

**PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office/ mailing address of this Corporation is 2861 Somerset Drive, #F218, Lauderdale Lakes, Florida, 33311.

**ARTICLE III**

**PURPOSES**

This Corporation is hereby organized as a not for profit charitable organization and is to be operated exclusively for the benefit of The Starting Place, Inc., a charitable organization. It is the

intention of this Corporation that at all times it shall comply with such provisions of the Internal Revenue Code as would permit it to qualify as a charitable organization so as to permit contributions to be deductible to the donor and as a "Supporting Organization" as such term is defined in Section 1. 509 (a) -4 of the Income Tax Regulations.

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)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. To date, there are no members of the corporation. The date of adoption by the Board of Directors was October , 1998.

#### **ARTICLE IV**

#### **POWERS**

The Corporation shall have all of the common law and statutory powers of a not for profit corporation which are not in conflict with the terms of the Articles of Incorporation and Bylaws of the Corporation. The Corporation shall also have all the powers necessary to implement the purposes of the Corporation.

In addition to all powers conferred on this Corporation by the State of Florida, the Corporation shall have all such powers incidental to accomplish its purposes and all the powers set forth in Chapters 607 and 617 of the Florida Statutes and the Bylaws of this Corporation, including, but not limited to, the following:

1. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, any property, either real or personal, of whatever nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, either real or personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for money borrowed or in payment for the property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation, wherever situated.

4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

5. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation subject to such limitations as are or may be prescribed by law.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

1. **Original Board of Directors.** The Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished, from time to time, pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the directors of this Corporation are as follows:

<b>NAME:</b>	<b>RESIDENCE ADDRESS:</b>
MONA McDADE	2861 Somerset Drive, #F218 Lauderdale Lakes, Florida 33311
MARGARET A. LESSARD	243 S.W. 15th Street Dania, Florida 33004
SANDY BRITTAN	1900 Tyler Street Hollywood, Florida 33020

LYNN STRAUSS

3203 N.E. 166th Street  
North Miami Beach, Florida 33160

2. **Management by Directors.** The property, business and affairs of the Corporation shall be managed by the Board of Directors. The presence of three-fifths (3/5) of the directors shall constitute a quorum for the transaction of business. The Bylaws shall provide for the meetings of Directors, including an annual meeting.

3. **Election of Board of Directors.** The method for the election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

4. **Requirement to be a Director.** At least three-fourths (3/4ths) of the Directors of the Corporation must at all times be an officer, director or hold an executive position with The Starting Place, Inc.

## **ARTICLE VI**

### **OFFICERS**

The names of the officers who are to serve until the first election of officers pursuant to the provisions of the By-Laws are as follows:

SANDY BRITTAN	President
MONA McDADE	Vice President
MARGARET A. LESSARD	Secretary
LYNN STRAUSS	Treasurer

## **ARTICLE VI**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office shall be 2861 Somerset Drive, #F218, Lauderdale Lakes, Florida, 33311 and the initial registered agent located at such address is Mona McDade.

## **ARTICLE VII**

### **BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation.

## **ARTICLE VIII**

### **DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be turned over to The Starting Place, Inc. In the event that such organization is no longer in existence or becomes bankrupt, then, the residual assets shall be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, which have a similar exempt function as that of The Starting Place, Inc. 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 IX**

### **AMENDMENT**

These Articles of Incorporation may be amended by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purposes; provided, however, that notice of the proposed amendment shall be given to each director at least five (5) days prior to the date of the meeting at which the Articles of Incorporation are to be altered, amended or repealed;

provided, however, that no notice shall be required if all directors are present and all vote in favor of the amendment. The proposed amendment shall originate with the Board of Directors.

## ARTICLE X

### DEDICATION OF ASSETS

This Corporation is irrevocably dedicated to charitable activities and no part of the net income or assets of this Corporation shall ever inure to the benefit of any trustee, officers or member thereof or to the benefit of any private individual.

## ARTICLE XI

### INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**NAME:**

MONA McDADE

**RESIDENCE ADDRESS:**

2861 Somerset Drive, #F218  
Lauderdale Lakes, Florida 33311"

IN WITNESS WHEREOF, the undersigned have signed these Articles of Amendment this 15<sup>th</sup> day of October, 1998 and have attached the corporate seal hereto.



MONA McDADE, President



MARGARET A. LESSARD, Secretary

PREPARED BY:  
MARSHALL D. PLATT, ESQ.  
MARSHALL DOUGLAS PLATT, P.A., Attorney at Law  
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