

N 98000005619

Florida Department of State

Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000060909 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

BASIC AMENDMENT

STUDENTS AGAINST DRUGS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

9

RECEIVED
02 MAR 22 PM 3:05
DIVISION OF CORPORATIONS

FILED
02 MAR 22 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM + Post
KPC
3/22



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 2002

STUDENTS AGAINST DRUGS, INC.
2650 BUTTERFLY DR
CLEARWATER, FL 33764

SUBJECT: STUDENTS AGAINST DRUGS, INC.
REF: N98000005619

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.

THE SENTENCE THAT WAS ADDED MUST STATE "WHO" ADOPTED THE AMENDED AND RESTATED ARTICLES. IF THERE ARE NO MEMBERS, AS STATED IN THE ARTICLES, A STATEMENT MUST BE ADDED- THE ADOPTION WAS BY THE DIRECTORS AND 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 (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000060909
Letter Number: 702A00017195

Dave

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 21, 2002

STUDENTS AGAINST DRUGS, INC.
2650 BUTTERFLY DR
CLEARWATER, FL 33764

SUBJECT: STUDENTS AGAINST DRUGS, INC.
REF: N98000005619

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.

You failed to make the correction(s) requested in our previous letter.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

THE WORD FIRST SHOULD BE REMOVED FROM ARTICLE VI AND ARTICLE VII.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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 (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000060909
Letter Number: 702A00017000

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STUDENTS AGAINST DRUGS, INC.

A NONPROFIT CORPORATION

H02000060909 7

FILED
02 MAR 22 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is Students Against Drugs, Inc. The mailing address of the corporation is: P.O. Box 520, Wakefield, MA 01880. The address of the corporation's principal office is: 88 Converse Street, Stoneham, MA 02180.

ARTICLE II
DURATION

The duration of this corporation is perpetual.

ARTICLE III
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or by an organization, contributions to which are deductible under Code Section 170(c)(2).

2. 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 be empowered to make the election authorized under Code Section 501(h). The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Prepared By:

BRUCE H. BOKOR, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0150340
(727) 461-1818

H02000060909 7

3. 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 Code Section 501(c)(3).

4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

ARTICLE IV LIMITATIONS

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its Directors, officers or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) which is other than a private foundation by reason of being described in Code Sections 509(a)(1), 509(a)(2) or 509(a)(3).

ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to "charitable organizations," as described herein, or should be distributed to the federal, state, or local governments for one or more public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for one or more exempt or public purposes. A "qualified organization" is an organization described in Code Sections 501(c)(3), 509(a)(1) and 509(a)(2).

ARTICLE VI MEMBERS; DIRECTORS

1. The Corporation shall not have any members.
2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

H02000060909 7

3. The persons who shall serve until the election of Directors are as follows:

	<u>Name</u>	<u>Address</u>
1.	MARK GOULD	280 Long Pond Drive Dracut, MA 01826
2.	GERALD GOULD	23 Birch Street Saugus, MA 01906
3.	MARCELINE GOLDSTEIN	88 Converse Street Stoneham, MA 02180
4.	JORI A. BLUMSACK	88 Converse Street Stoneham, MA 02180

ARTICLE VII
OFFICERS

1. Officers. The officers of this Corporation shall consist of a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary. Any two offices may be held by the same person.

2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. Officers. The persons who shall serve as officers until the election of officers are as follows:

<u>Name</u>	<u>Office</u>
JORI A. BLUMSACK	President/Treasurer
MARK GOULD	Vice-President
GERALD GOULD	Vice-President
MARCELINE GOLDSTEIN	Secretary

H02000060909 7

ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE IX
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE X
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE XI
INDEMNIFICATION

Each director and each officer or former director or officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred 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 gross negligence or willful 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 maybe entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This 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.

H02000060909 7

ARTICLE XII
REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is PETER RIVELLINI, and the name of the registered agent of this Corporation at that address is 911 Chestnut Street, Clearwater, Florida 33756.


ARTICLE XIII
ACTION BY BOARD OF DIRECTORS


The undersigned, constituting all of the members of the Board of Directors of the Corporation, who are signing these articles are:


<u>Name</u>	<u>Address</u>
1. MARK GOULD	280 Long Pond Drive Dracut, MA 01826
2. GERALD GOULD	23 Birch Street Saugus, MA 01906
3. MARCELINE GOLDSTEIN	88 Converse Street Stoneham, MA 02180
4. JORI A. BLUMSACK	88 Converse Street Stoneham, MA 02180

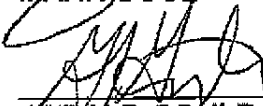
These Amended and Restated Articles were adopted on March 19, 2002, and the number of votes cast in favor of the amendment was sufficient for approval. Adoption by Directors. No Members. IN WITNESS WHEREOF, the undersigned have subscribed their names this 5th day of March, 2002.


WITNESSES:








MARK GOULD


GERALD GOULD


MARCELINE GOLDSTEIN


JORI BLUMSACK

#217007 v1

H02000060909 7

H02000060909 7

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT FOR CORPORATIONS**

Pursuant to the provisions of section 617.0502 and 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office and registered agent in the State of Florida.

1. The name of the corporation: STUDENTS AGAINST DRUGS, INC.
2. The mailing address of the corporation: 2650 BUTTERFLY DR, CLEARWATER FL 33764
3. Date of incorporation: 9/30/98 Document Number: N98000005619
4. The name and address of the current registered agent and office:

MARCELINE GOLDSTEIN
2650 BUTTERFLY DR
CLEARWATER FL 33764

5. The name and address of the new registered agent and registered office:

PETER RIVELLINI
911 CHESTNUT ST
CLEARWATER, FL 33756

Such change was authorized by resolution duly adopted by an officer so authorized by the board or directors.

STUDENTS AGAINST DRUGS, INC.

By: Joni A. Blumsoad
Name: Joni A. Blumsoad
Title: President

Date: March 5, 2002

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Peter Rivellini
PETER RIVELLINI

Date: 3/15/02

#261891v1

H02000060909 7