

N98000005705

LAW OFFICES
OF

MILLER & ZACHMAN, P.A.

621 SOUTH FEDERAL HIGHWAY • SUITE 10
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 463-3765
FAX (954) 462-5777

ALICIA ZACHMAN

PLEASE REPLY TO: POST OFFICE BOX 9
FORT LAUDERDALE, FLORIDA 33302

June 19, 2001

200004437012--8
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*****43.75 *****43.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -9 AM 9:07

Re: Restated and Amended Articles of Incorporation of
Soroptimist International of Boca Raton/Deerfield
Beach, Inc.

Dear Sir/Madam:

Enclosed herein please find an original and copy of the Restated
and Amended Articles as above.

Please file these Restated and Amended Articles of Incorporation
in accordance with Florida Statutes, and upon completion of the
filing process, return one certified copy to this office.

If convenient, would you please call to advise of the filing date
and file number.

We have enclosed our check in the amount of \$43.75, which
represents the filing fees for said corporation.

Thanking you for your kind cooperation in this matter, I am

Very truly yours,

Alicia Zachman

~~6201-17987~~

AZ:ar
Enclosures

Amend & Rest. Art. & N/C

V SHEPARD JUL 12 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 2001

ALICIA ZACHMAN
POST OFFICE BOX 9
FT. LAUDERDALE, FL 33302

SUBJECT: SOROPTIMIST INTERNATIONAL OF BOCA RATON/DEERFIELD
BEACH, INC.
Ref. Number: N98000005705

We have received your document for SOROPTIMIST INTERNATIONAL OF BOCA RATON/DEERFIELD BEACH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

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) 487-6050.

Velma Shepard
Corporate Specialist

Letter Number: 101A00039137

LAW OFFICES
OF
MILLER & ZACHMAN, P.A.

ALICIA ZACHMAN

621 SOUTH FEDERAL HIGHWAY • SUITE 10
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 463-3765
FAX (954) 462-5777

PLEASE REPLY TO: POST OFFICE BOX 9
FORT LAUDERDALE, FLORIDA 33302

July 3, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Attention: Velma Shepard,
Corporate Specialist

Re: SOROPTIMIST INTERNATIONAL OF BOCA RATON/DEERFIELD
BEACH, INC.
Ref. Number: N98000005705

Dear Ms. Shepard:

This regards your letter of June 28, 2001 returning Restated and Amended Articles of Incorporation as above.

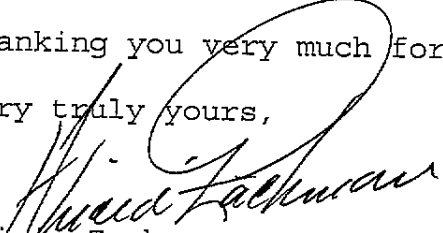
I did speak to Laurie Jackson in response to your letter and advised that the required verbiage regarding directors is the last line of Article Fourth: "The election of directors shall be governed by the by-laws."

She indicated this would be satisfactory and I, accordingly, return the Restated and Amended Articles for filing.

If there is anything further, please advise.

Thanking you very much for your consideration, I am

Very truly yours,


Alicia Zachman

AZ:ar
Enclosures

Rec'd 7/9

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -9 AM 9:07

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
SOROPTIMIST INTERNATIONAL
OF
BOCA RATON/DEERFIELD BEACH, INC.

Pursuant to the provisions of Sect.617.1007, Florida Statutes, SOROPTIMIST INTERNATIONAL OF BOCA RATON/DEERFIELD BEACH, INC., a Florida not-for-profit corporation, whose original Article of Incorporation were filed by the Florida Department of State on October 5, 1998, by resolution duly adopted by the Board of Directors, adopts the following restated and amended Articles of Incorporation:

ARTICLE FIRST
(Amended)

The name of this corporation shall be:

SOROPTIMIST COMMUNITY SERVICE
OF
BOCA RATON/DEERFIELD BEACH, INC.

ARTICLE SECOND
(Amended)

The principal place of business and mailing address of this corporation shall be:

306 N. W. 35th Street
Boca Raton, Florida 33432

ARTICLE THIRD
(Amended)

The corporation is a non-for-profit corporation and shall have perpetual existence. The purposes for which this corporation is formed are:

(a) The specific and primary purposes for which this corporation is formed are to operate exclusively for charitable, religious, educational and/or scientific purposes under Sect.501(c)(3) of the Internal Revenue Code by fund raising for such purposes and by the distributions of its funds for those purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable, religious, educational and/or scientific purposes, which will qualify it as an exempt organization under 26 USCA, Sect. 501(C)(3), or corresponding provisions of any subsequent and federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax exempt under that Section.

(c) 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 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 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.

(d) 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 public purpose.

ARTICLE FOURTH
(Amended)

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of

directors. The number of directors of the corporation shall be not less than four (4); provided, however, that the number may be changed by a by-law duly adopted pursuant to the by-laws of the corporation. The election of directors shall be governed by the by-laws.

ARTICLE FIFTH
(Not Amended)

ARTICLE SIXTH
(Not Amended)

ARTICLE SEVENTH
(Amended)

The sole class of members of this corporation shall be its Directors.

ARTICLE EIGHTH
(Amended)

The fiscal year of the corporation shall be determined by the Board of Directors.

ARTICLE NINTH
(Amended)

These articles may be amended, altered or changed at any time by a two-thirds (2/3) favorable vote of the Board of Directors at any regular or special meeting.

The date of adoption of the RESTATED AND AMENDED ARTICLES OF INCORPORATION OF SOROPTIMIST INTERNATIONAL OF BOCA RATON/DEERFIELD BEACH, INC. was June 12, 2001.

There are no members entitled to vote on the Restatement and Amendments. The Amendments were adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Restated and Amended Articles of Incorporation of Soroptimist International of Boca Raton/Deerfield Beach, Inc., this 12th day of June, 2001.

SOROPTIMIST INTERNATIONAL OF BOCA RATON/DEERFIELD BEACH, INC.

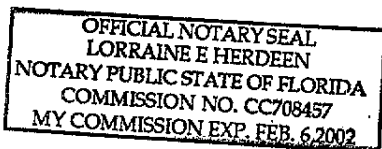
By: Eike D Schmidt
President

Attest:
Connie Siskowski
Secretary

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Eike D. Schmidt and Connie Siskowski, President and Secretary respectively of the above corporation, each of whom having been duly sworn, depose and say that they executed the above Restated and Amended Articles of Incorporation of Soroptimist International of Boca Raton/Deerfield Beach, Inc. for the purposes therein expressed on June 12, 2001.



Lorraine Herdeen
NOTARY PUBLIC
State of Florida at Large