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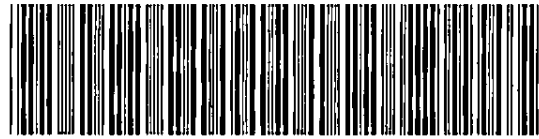
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CORPORATION SERVICE COMPANY
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DEC 22 PM 5:00

ACCOUNT NO. : I20000000195
REFERENCE : 979571 82466A
AUTHORIZATION : *Spence*
COST LIMIT : \$ 35.00

ORDER DATE : December 22, 2017

ORDER TIME : 3:10 PM

ORDER NO. : 979571-005

CUSTOMER NO: 82466A

DOMESTIC AMENDMENT FILING

NAME: THE ENRICHMENT CENTERS INC. OF
HERNANDO COUNTY

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Croft -- EXT# 62925

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ENRICHMENT CENTERS INC. OF HERNANDO COUNTY

FILED DEC 22 PM 5:00

The undersigned, as Chair of the Board of Directors (the **Board**) and President of **The Enrichment Centers Inc. of Hernando County** (the **Corporation**), *and after being duly sworn*, hereby certifies that both the members of the Board (the **Directors**), and the members of the Corporation (the **Members**), who are one and the same as of the effective date hereof, by joint action taken on August 3, 2017, and effective as of that date, have, pursuant to §§617.1001~1009, *Fla. Stats.*, unanimously **RESOLVED** that the *Articles of Incorporation* of the Corporation, as filed on October 26, 1998, and as from time-to-time amended (collectively, the **Original Articles**), be, and they hereby are, amended in whole, as to each Article, Section, and Paragraph thereof, and hereby fully and completely restated, to henceforth read as hereinafter set forth (the **Amended Articles**):

ARTICLE I

1

NAME

The name of the Corporation, shall be "The Enrichment Centers Inc. of Hernando County," which name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II

2

DURATION

The Corporation shall have perpetual existence, commencing as of the filing of its Original Articles with the Florida Department of State, Division of Corporations.

ARTICLE III

3

PURPOSES AND POWERS

3.1 **PURPOSES.** This Corporation is organized for the purpose of engaging in all lawful activities permitted to a Corporation organized under Ch. 617, *Fla. Stat.*, the "Florida Not For Profit Corporation Act" (the **Act**) as in effect from time-to-time, including, but not limited to, the purposes and activities hereinafter described.

3.1.1 The primary purpose for which the Corporation is formed is to render services to senior and other members of the Hernando County community at large, and to provide an environment that fosters positive psychological, emotional, social, recreational, and physical support and development for those persons.

3.1.2 Notwithstanding any other provision of these Amended Articles, the Corporation shall be authorized to undertake all activities permitted, and shall be prohibited from undertaking any activities not so permitted, to be carried on: (i) by

a corporation exempt from federal income tax under Sec. 501(c)(3) of the *Internal Revenue Code* of 1986, as from time-to-time amended (Title 26 U.S.C., the **IRC**) (or the corresponding section of any future federal tax code); or (ii) by a corporation contributions to which are deductible, by the donor thereof, under Sec. 170(c)(2) of the IRC (or the corresponding section of any future federal tax code).

3.1.3 No substantial part of the activities of the Corporation may be the publication of propaganda regarding legislative proposals, or other attempts to influence either the adoption or rejection of legislation. Further, the Corporation shall not participate or intervene (including, but not limited to, the publication and/or distribution of statements and/or endorsements) in any political campaign, either on behalf of or in opposition to either any candidate for public office or any ballot proposal.

3.2 **POWERS.** The Corporation shall have all of the powers set forth in the Act, as in effect from time-to-time, together with the following powers, to the extent not otherwise granted by the Act:

3.2.1 To construct, erect, repair, and remodel buildings and structures of all types for itself and others;

3.2.2 To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest, trade, and deal in and with, goods, wares, merchandise, personal property, and services of every class, kind, and description;

3.2.3 To act as broker, agent, or factor for any person, firm, or corporation, with regard to any transaction for the said principal;

3.2.4 To purchase, lease, or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain, and operate, and to sell, convey, exchange, lease, or otherwise alienate and dispose of, and to mortgage, pledge, or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein;

3.2.5 To borrow or raise money for any of the purposes and permitted activities of the Corporation, and from time-to-time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other either negotiable or nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof, and of any interest therein, by mortgage, pledge, creation of a security interest, conveyance, or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal, tangible, intangible, or mixed, including contract rights, and regardless of whether at the time owned or thereafter acquired;

3.2.6 To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of any class or series of the capital or

preferred stock of, or any bonds, promissory notes, security, or other evidences of indebtedness created by, any other corporation, and to exercise all of the rights, powers, and privileges arising therefrom, including the right to vote with regard to the affairs of such other corporation;

3.2.7 To enter into, make, perform, and carry out contracts, agreements, and arrangements of every sort and kind, which may be necessary or convenient for the business of the Corporation, with any person, firm, corporation, association, or syndicate, or with any private, public, or municipal body existing under the law of any local, state, or national government so far as or to the extent that the same may be done or performed pursuant to law;

3.2.8 To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture, or otherwise, with any person, firm, or corporation now carrying on or about to carry on any business or other activity which this Corporation has the direct, indirect, or incidental authority to pursue;

3.2.9 To do any and all of the acts and things, either authorized by statute, or herein set forth, to the same extent as natural persons could do in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individual;

3.2.10 To establish one or more offices, both within the State of Florida and in any part or parts of the world, at which meetings of Members and/or Directors may be held, and all or any part of the Corporation's business may be conducted;

3.2.11 To exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies, or possessions of the United States of America, and in any foreign country; and

3.2.12 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers, herein set forth, and to do every other act and thing incidental thereto, or connected therewith, to the fullest extent permitted by law.

3.3 **PROHIBITED ACTIVITIES.** Notwithstanding any other provision of this Article III, the Corporation may not conduct: a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company; a building and loan, mutual fire insurance, or other cooperative association; a fraternal benefit society; or a state fair or exposition.

ARTICLE IV **MEMBERSHIP**

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4.1. **MEMBERS.** The Members of this Corporation shall be its Directors, as from time-to-time elected pursuant to the provisions of Article VI, below, the current incumbents, as of the date hereof, being listed in Section 6.4, below.

4.2 **ASSOCIATE MEMBERS.** The Corporation, in bylaws adopted by the Board (the **Bylaws**), may authorize one or more classes of associate members (all classes collectively, the **Associate Members**), with or without temporal and/or other terms and/or conditions of associate membership (including, but not limited to, voting rights), to be established by action of the Board, which Associate Members shall all be persons (individual or corporate) that: (a) share the goals and objectives of the Corporation, and pledge to work in furtherance of its purposes; (b) either are registered voters of, or have a place of business in, Hernando County, Florida; (c) apply to, and are accepted by, the Board, for a class of associate membership in the Corporation; and (d) pay the membership dues, if any, from time-to-time established by the Board for such class of associate membership.

ARTICLE V
CORPORATE ADDRESS AND
REGISTERED OFFICE AND AGENT

5.1 **ADDRESS.** The street address of the principal place of business of the Corporation shall be at such place as may from time-to-time be designated by the Board, and, as of the date hereof, is:

800 John Gary Grubbs Blvd., Brooksville, Florida 34601-3230.

5.2 **RESIDENT OFFICE AND AGENT:** As of the effective date hereof, the name and street address of the Registered Agent and Registered Office of this Corporation are:

Deborah L. Walker-Druzick
800 Gary Grubbs Boulevard
Brooksville, Florida 34601-3230

ARTICLE VI
BOARD OF DIRECTORS

6.1 **NUMBER.** The Corporation shall have not less than three (3), and not more than fifteen (15), directors, which maximum number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws, as from time-to-time adopted and/or amended by the Board.

6.2 **ELECTION.** Directors shall be natural persons elected, by the Members (or, if so provided in the Bylaws, by the Members and Associate Members, if any, together), to such uniform or staggered terms, and by such procedure, all as may be provided in the Bylaws from time-to-time adopted and in force.

6.3 **OFFICERS OF THE BOARD.** The Board shall select, from among its members, a Chair, who shall preside at meetings of the Board, together with such other officers as may from time-to-time be authorized in the Bylaws (collectively, the **Board Officers**).

6.4 **CURRENT DIRECTORS.** As of the adoption hereof, the names and addresses of each of the incumbent Directors, constituting the entire membership of the Corporation, and Board Officers,

each of which Directors and Board Officers shall serve until their respective successors are elected and have qualified pursuant to the Bylaws of the Corporation, as from time-to-time in effect, are:

Nicholas J. Morana, **Chair/President**
4257 Drummond Drive
Spring Hill, Florida 34608-3847

Francine S. Ward, **Vice-Chair/President**
508 Underwood Avenue
Brooksville, Florida 34601-1209

Gina L. Carver, **Secretary**
15143 Scaup Duck Avenue
Weeki Wachee, Florida 34614-139

John C. Druzick
7317 Berwick Way
Brooksville, Florida 34613-5130

Joseph M. Mason, Jr.
101 South Main Street
Brooksville, Florida 34601-3336

Barbara Simmons
25492 Olympia Road
Brooksville, Florida 34601-7853

Frederick E. Klemme
7274 Wimberly Court
Weeki Wachee, Florida 34607-1554

Salvatore J. La Rosa
6701 Freeport Drive
Spring Hill, Florida 34608-1715

Earle F. Jackson
Post Office Box 83
Brooksville, Florida 34605-0083

Dennis F. Reich
1 Golfview Drive
Homosassa, Florida 34446-4217

Dell O. Barnes, Sr.
14124 Sweetshrub Court
Brooksville, Florida 34613-6894

Sonine Beaumont Gordon
25492 Olympia Road
Brooksville, Florida 34601-7853

6.5 **COMPENSATION.** Directors and Board Officers shall not be entitled to compensation for service in those capacities, but they shall be entitled both to receive reimbursement of reasonable expenses incurred on behalf of the Corporation, and to compensation for services rendered to the Corporation that are not otherwise required as part of the duties of Directors and/or Board Officers.

ARTICLE VII **MEETINGS OF MEMBERS AND DIRECTORS**

7

The Members and/or the Directors shall meet, in regular and/or special meetings, at such time or times that may be set and/or called as provided in Section 10.1, below, and/or in the Bylaws.

ARTICLE VIII **INDEMNIFICATION**

8

The Corporation, unless otherwise provided by the Board, through the adoption of appropriate provisions in the Bylaws, shall indemnify all Directors, Board Officers, Corporate Officers, and employees of the Corporation, and, without limitation, all former Officers, Directors, and employees of the Corporation (collectively, the **Covered Persons**), to the full extent permitted and/or allowed either in the Bylaws, or as provided in the Act, including, but not limited to, Sec. 617.0831, thereof.

**ARTICLE IX
AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Act, to, by a vote of its Members (not including Associate Members, if any), amend, alter, modify, or repeal any provision or provisions contained in, or hereafter added to, these Amended Articles, or any amendment hereof, and any right conferred upon the Members, and any class of Associate Members (if any), is subject to this reservation.

**ARTICLE X
10 GOVERNANCE OF THE INTERNAL AFFAIRS OF THE CORPORATION**

For the regulation of the business and for the conduct of the affairs of the Corporation, and to create, divide, limit, and regulate the powers of the Corporation, of the Directors, of the Members, and of the Associate Members (if any), provision is made as follows:

10.1 **MEETINGS**. Meetings of the Members, and/or the Associated Members (if any), and/or the Directors, of the Corporation, or any committees of any of same, for all purposes, may be held at any place, either inside or outside of the State of Florida, and members of any such group may be counted in attendance at such meeting and may participate fully therein from locations other than that of the meeting, through the use of communications equipment which will allow all participants therein to at all times hear all other participants therein.

10.2 **CORPORATE POWERS**. All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the Corporation's property shall be exercised by the Board, in its sole discretion, except as otherwise specifically and expressly provided either by applicable law, or in the Bylaws.

10.3 **USE OF CORPORATE FUNDS**. The Board shall have the power to fix and determine and vary the amount of the working capital of the Corporation, and direct and determine the use and disposition of any surplus or net fund balance of the Corporation, and, in its discretion, the Board may use and apply any such surplus or accumulated fund balance in purchasing or acquiring bonds or other obligations of the Corporation, to such extent, in such manner, and upon such terms, as the Board, in its sole discretion, deems expedient.

10.4 **COMPENSATION**. The Board shall have the power to fix the compensation by way of fees, salaries, bonuses, pensions, profit sharing and/or pension and/or other retirement plan contributions, or otherwise, or any mix of one or more or all of the same, of the employees, agents, officers (other than Board Officers), all or each of them, in such sum, form, and amount, and pursuant to such contracts, as may seem reasonable, in and by its sole discretion.

10.5 **EXECUTIVE COMMITTEE**. The Board may designate from among their number an executive committee (the **Executive Committee**) which, in the intervals between meetings of the Board, and to the extent provided by the Bylaws, and not otherwise prohibited by law, may have plenary authority, or such other authority as provided in the Bylaws, to exercise the powers of the Board in the management of the affairs and business of the Corporation.

10.6 **REMOVAL OF DIRECTORS.** Pursuant to such reasonable procedures as may be established in the Bylaws, any one or more or all of the Directors may be removed, either with or without cause, at any time, and, thereupon, the term of each Director who has been so removed shall forthwith terminate and there shall be a vacancy or vacancies on the Board, to be filled as provided in the Bylaws.

10.7 **OFFICERS OF THE CORPORATION.** The Corporation may have officers (the **Corporate Officers**), who shall be elected or appointed, in such manner, as provided in the Bylaws.

10.8 **REMOVAL OF OFFICERS.** Any Corporate Officer and/or Board Officer may be removed, at any time, either with or without cause, by vote of a majority of the Board.

10.9 **CONFLICTS OF INTEREST.** Each and every Covered Person is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent such Covered Person from contracting with the Corporation for such Covered Person's benefit, or for the benefit of any firm, association, or corporation in which such Covered Person may be in any way interested.

10.9.1 No contract, act, or transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Covered Persons is or are interested in, or is a member, stockholder, director, or officer, or are members, stockholders, directors, or officers, of such other corporation.

10.9.2 No contract, act, or transaction of the Corporation shall be affected by the fact that any of the Covered Persons are personally interested therein.

10.9.3 Covered Persons individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of or with the Corporation or in which the Corporation is interested.

10.9.4 No contract, act, or transaction of the Corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any Covered Person is a party or are parties to, or is or are otherwise interested in, such contract, act, or transaction, or is or are in any way connected with such other person, firm, association, or corporation.

10.10 **BYLAWS.** The Board shall have the sole authority to make, adopt, and amend Bylaws for the Corporation, and from time-to-time to alter, amend, or repeal any such Bylaws adopted by it.

10.11 **ASSOCIATE MEMBERS.** Associate Members, if authorized in the Bylaws and established by action of the Board, shall be entitled to vote only upon the election of Directors, but only if so empowered in the Bylaws adopted by the Board to establish a class or classes of Associate Members.

ARTICLE XI

EARNINGS OF THE CORPORATION

11

No part of the net surplus or fund balance of the Corporation shall inure to the benefit of Board Officers, Corporate Officers, and/or employees, or be distributable either to its Members, trustees,


Directors, officers, or to other private persons, except that the Corporation shall be authorized and empowered to pay reasonable amounts and/or compensation for goods and/or services purchased by, and/or rendered to, it, and to make payments and distributions in furtherance of the purposes, goals, objectives, and permitted activities of the Corporation.

**ARTICLE XII
DISSOLUTION**

12

Upon dissolution of the Corporation, all of its assets remaining after payment of the Corporation's debts, accounts, and obligations shall be paid over, transferred, or otherwise distributed, either to an entity qualified under Sections 501 and/or 170 of the IRC, or the corresponding sections of any future federal tax code, as a tax free entity entitled to receive tax deductible contributions, or to the federal, or any state or local, government, or any agency of any such government, for a public purpose.

IN WITNESS WHEREOF, effective as of August 3, 2017, the Corporation hereby adopts, and authorizes its Chair and President to execute on its behalf, the above and foregoing *Amended and Restated Articles of Incorporation of The Enrichment Centers Inc. of Hernando County*.

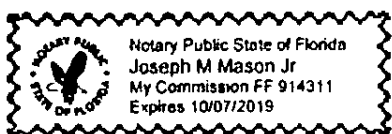



NICHOLAS J. MORANA, as Chair of the
Board of Directors, and President, of The
Enrichment Centers Inc. of Hernando County

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on DECEMBER 7, 2017, in the County and State aforementioned, personally appeared NICHOLAS J. MORANA (the **Deponent**), who, first being by me duly sworn, deposed and said upon the Deponent's oath that: the Deponent is both the Chair of the Board of Directors, and the President, of The Enrichment Centers Inc. of Hernando County (the **Corporation**); the Corporation, by the unanimous vote of its Board of Directors, on August 3, 2017, approved and adopted the above and foregoing *Amended and Restated Articles of Incorporation of The Enrichment Centers Inc. of Hernando County* (the **Amended Articles**); the Deponent is the person described in and who, pursuant to duly granted authority, executed the Amended Articles; and the Deponent executed the same on behalf of the Corporation, for the purposes therein stated, and with the intent to thereby bind the Corporation. The Deponent is either personally known to me or produced identification satisfactory to me (if the Deponent produced identification, the same is described as follows: PERSONALLY KNOWN).

My Commission Number
and its Expiration Date are:





JOSEPH M. MASON, JR. (Print Name)
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with §48.091, *Fla. Stat.*, regarding the designation of registered agents and registered offices, the following is submitted by the Corporation:

**DESIGNATION OF
RESIDENT AGENT AND REGISTERED OFFICE**

THE ENRICHMENT CENTERS INC. OF HERNANDO COUNTY, organized under the laws of the State of Florida, with its principal place of business at 800 John Gary Grubbs Blvd., Brooksville, Florida 34601-3230, has named, as its agent to accept service of process within the State of Florida, the following:


Deborah L. Walker-Druzbiek
800 Gary Grubbs Boulevard
Brooksville, Florida 34601-3230

**THE ENRICHMENT CENTERS INC. OF
HERNANDO COUNTY**

By: 
NICHOLAS J. MORANA, as Chair of the
Board of Directors, and President, of The
Enrichment Centers Inc. of Hernando County
Date Signed: 12/7/2017

ACCEPTANCE BY RESIDENT AGENT

Having been named as Resident Agent to accept service of process for The Enrichment Centers Inc. of Hernando County, at the place designated in this Certificate, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.


DEBORAH L. WALKER-DRUZHICK
Date Signed: 7 Dec 2017