

N990000005653

Requester's Name

7<sup>th</sup> AVENUE RECOVERY, INC.  
A Center for Substance Abuse & HIV Prevention  
25 Northwest 7<sup>th</sup> Avenue  
Fort Lauderdale, FL 33311

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
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**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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02 SEP 23 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended

Examiner's Initials

9/30/02

Gave OK  
to remove  
initial  
DIR.  
af

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

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TALLAHASSEE, FLORIDA

7th Avenue Recovery, Inc.

(present name)

N99000005653

(Document Number of Corporation (If known))

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

**Article I - Name AMENDED to read as follows:**

**Article I - Name**

**1.1** The name of the Corporation shall be, The 7th Avenue Recovery Center, Inc.

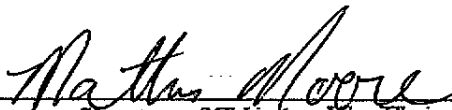
(Page 1 of 7)

**SECOND:** The date of adoption of the amendment(s) was: September 16, 2002

**THIRD:** Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

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Signature of Chairman, Vice Chairman, President or other officer

**Mathis Moore**

Typed or printed name

**President**

Title

**September 16, 2002**

Date

**Article II: Principle Place of Business AMENDED to read as follows:**

**Article II – Offices**

**2.1 Business Office:**

The corporation's principal office shall be located within the state of Florida. The corporation's most current Annual Report, filed with the Florida Secretary of State, shall identify the location of the principal office. The corporation may have other offices located either within or outside of Florida. The board of directors may designate the location of these other offices. The secretary of the corporation shall maintain a copy of the records required by Article 7 at the principal office.

**2.2 Registered Office:**

The corporation's registered office shall be located within Florida at the address of the corporation's registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Florida.

**Article III – Purpose AMENDED to read as follows**

**Article III - Purpose**

**3.1 Corporation:**

The Corporation organized for charitable, religious, educational, literary, and scientific purposes; more specifically, to reverse the trends of increased substance abuse, decrease the level of AIDS/HIV infections, increase self-sufficiency among low-income populations. The designed format for organizational programs, activities, and services are to lessen the burden of government, advance public education, eliminate prejudice and discrimination, and provide economic opportunities and life-essential resources.

To this end, the corporation shall at all times be operated for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or the corresponding section of any future federal tax code. Including, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**Article VI: Manner of Election of Directors AMENDED to read as follows:**

**Article VI – Board of Directors**

**6.1 Numbers and Powers:**

The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors. The authorized number of directors shall be not less than six (6), until changed by a duly adopted amendment to these bylaws. Each director shall have one vote on any matter that comes before the board. Directors shall serve a term of three (3) years. The Active Incorporator, as described in 6.2 shall appoint directors. In the event there is no Active Incorporator, appointment of directors shall be determined by a majority vote of the Board of Directors. Each director shall hold office for their specified term, or until removed in accordance with section 6.3. Each director may be re-elected if a majority of the directors present at a duly constituted meeting votes for the re-election. The names and address of the persons who shall serve as the directors of the Corporation are as follows:

Mathis Moore, President:	3333 Northeast 20 Avenue, Fort Lauderdale, FL 33306
Mitchell D. Blanton, Vice President:	1779 Lauderdale Manor Drive, Ft Lauderdale, FL 33311
Clarence Vaughn, Secretary:	1617 Northwest 7 Place, Fort Lauderdale, FL 33311
Octave Alexander, Treasurer:	1136 Alabama Avenue, Fort Lauderdale, FL, 33311
Juanita McGhee, Committee Chair:	705 Riverside Drive, Fort Lauderdale, FL 33312
Katherine Moore, Executive Director:	3333 Northeast 20 Avenue, Fort Lauderdale, FL 33306

**6.2 Active Incorporator:**

The founder of the corporation shall be the Acting Incorporator holding the highest position in the corporation and removed only by resignation, retirement, or death.

**6.3 Removal of Directors:**

A director may be removed, with or without cause, if a majority of the directors present at a duly constituted meeting votes for the removal. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all directors that a purpose of the meeting is removal.

**6.4 Board of Directors Vacancies:**

If a vacancy occurs on the board of directors, the acting incorporator shall fill the vacancy, only by resignation or death of the acting incorporator shall the directors fill the vacancy.

**6.5 Regular Meetings:**

The Board of Directors shall hold a regular meeting, given at a time, as the Board of Directors shall designate by written notice, at least one per quarter. The meeting will be held with notice at the principal office of the corporation, in March, June, September, and December. The March quarterly meeting shall be designated as the board's annual business meeting.

**6.6 Special Meetings:**

Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be held at the principal office of the corporation or at such other place or places as the directors may from time to time designate.

**6.7 Meetings by Conference Telephone:**

If authorized by the Board of Directors, the board of directors or any designated committee of the corporation may participate in a board or committee meeting by means of a conference telephone or similar communications equipment. Provided all persons entitled to participate in the meeting received proper notice of the telephone meeting (see 6.7), and provided all persons participating in the meeting can hear each other at the same time. A director participating in a conference telephone meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone.

**6.8 Notice:**

Notice of all special meetings of the Board of Directors (and of all regular meetings) shall be given by letter to each director, at least seven (7) business days before the meeting by confirmed U.S.P.S. Such notice need not specify the business to be transacted, or the purpose of the meeting.

**6.9 Waiver of Notice for Special Meetings:**

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

**6.10 Quorum:**

A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. Absent board members may give their proxy to a board member in attendance at a board of director meeting. Such proxy can be counted in determining a quorum.

**6.11 Notice:**

- a. Required number to Constitute Act: The act of a majority of the directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the board of directors. If no quorum is present at a meeting of directors, the directors may not take action on any board matter other than to adjourn the meeting to a later date.
- b. Director Approval: The corporation shall deem a director to have approved of an action taken if the director is present at a meeting of the board unless.
  1. the director objects at the beginning of the meeting ( or promptly upon arrival) to holding it or transacting business at the meeting; or
  2. the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
  3. the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**6.12 Conduct of Board of Director Meetings:**

The President, or in the president's absence, the Vice-president, or in the vice president's absence, any person chosen by the directors present shall call the meeting of the directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision-making. The chairperson will indicate who may speak when and when a vote will be taken. The secretary of the corporation shall act as the secretary of all meetings of the directors, but in the secretary's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.

**6.13 Director Action Without a Meeting:**

The directors may act on any matter generally required or permitted at a board meeting, without actually meeting, if: all the directors take the action, each one signs a written consent describing the action taken, and the directors file all the consents with the records of the corporation. Action taken by consent is effective when the last director signs the consent, unless the consent specified a different effective date. A signed consent has the effect of a meeting vote, and may be referred to as a meeting vote in any document.

**6.14 Committees:**

- a. Creation of Committees: The Board of Directors may appoint one committee chair, whom will create one or more committees. Each committee must have one director, who serves at the pleasure of the Board of Directors. Volunteers from the community may serve on these committees when appropriate.
- b. Selection of Members: To create a committee and appoint members to it, the board must acquire approval by the majority of all the existing directors when the action is taken.
- c. All sections of the Article VI, which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the board of directors, and action without meetings apply to committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the board of

directors. The committees are subject to all the procedural rules governing the operation of the board itself.

- d. Authority: Each committee may exercise the specific board authority, which the board of directors confers upon the committee in the resolution creating the committee. Provided, however, a committee may not:
1. approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
  2. elect, appoint, or remove directors or fill vacancies on the board of directors or on any of its committees; or
  3. adopt, amend, or repeal the articles or bylaws.
  4. all committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

**6.15 Compensation, Loans to, or Guarantees for Directors:**

- a. Director Compensation: The board of directors may, upon approval of the majority of that board, pay each director expenses, if any, of attendance at each board meeting or committee meeting of the board. The directors shall not be paid a salary or fee for attending the meeting. A director may not serve the corporation as an employee and receive compensation.
- b. Loans to or Guaranties for Directors: The corporation may not lend money to or guarantee the obligation of a director of the corporation.

**Article VII: Directors DELETED**

**Article VII: ADDED to read as follows:**

**Article VII – Records**

**7.1 Corporate Records:**

- a. Minutes and Accounting Records: The Corporation shall keep a permanent record of the minutes of all meetings of its board of directors. A record of all actions taken by the board of directors without a meeting, and a record of all actions taken by a committee of the board of directors acting in place of the board and on behalf of the corporation. The corporation shall maintain appropriate accounting records.
- b. Form: The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- c. Other Records: The Corporation shall keep a copy of the following records at its principal office or at a location for recovery within two business days.
1. its articles or restated articles of incorporation and all amendments to them currently in effect;
  2. its bylaws or restated bylaws and all amendments to them currently in effect;
  3. resolution adapted by its board of directors;
  4. the financial statement furnished for the past 3 years to the board of directors;
  5. a list of the names and business addresses of its current directors and officers; and,
  6. its most recent annual report delivered to the Secretary of State.

**Article VIII: Officers AMENDED to read as follows:**

**Article VIII – Officers**

**8.1 Designations:**

The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, Committee Chair, Executive Director, and such other officers as may be provided in the Bylaws. Each Officer shall be appointed by the Incorporator. The names and addresses of the officers of the Corporation are as follows:

Mathis Moore, President:	3333 Northeast 20 Avenue, Fort Lauderdale, FL 33306
Mitchell D. Blanton, Vice President:	1779 Lauderdale Manor Drive, Ft Lauderdale, FL 33311
Clarence Vaughn, Secretary:	1617 Northwest 7 Place, Fort Lauderdale, FL 33311
Octave Alexander, Treasurer:	1136 Alabama Avenue, Fort Lauderdale, FL, 33311
Juanita McGhee, Committee Chair:	705 Riverside Drive, Fort Lauderdale, FL 33312
Katherine Moore, Executive Director:	3333 Northeast 20 Avenue, Fort Lauderdale, FL 33306

**8.2 President:**

The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

**8.3 Vice Presidents:**

During the absence or disability of the president, Vice Presidents shall exercise all the functions of the President, and shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

**8.4 Secretary and Assistant Secretaries:**

The Secretary shall issue notices for all meetings (except for notices of special meetings), shall keep minutes all meetings, shall have charge of the seal and the corporate books, when requested or required. The Secretary shall authenticate any records of the corporation, keep a current register of the post office address of each director, and in general shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Incorporator or Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

**8.5 Treasurer:**

The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements). The Treasurer shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer, and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Incorporator or the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Directors.

**8.6 Executive Director:**

The Executive Director shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines establish by the Board. The Executive Director shall have full authority for direction of the employees of the corporation,

if any. The Executive Director, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine.

**8.7 Delegation:**

If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director.

**8.8 Term - Removal:**

The officers of the corporation appointed by the Incorporator shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**8.9 Bonds:**

The Board of Directors may, by resolution, require any or all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

**Article XIV: Registered Agent AMENDED to read as follows:**

**Article XIV – Registered Agent**

**14.1 Name – Address:**

The name and street address of the registered agent is:

Mathis Moore, 3333 Northeast 20 Avenue, Fort Lauderdale, FL 33306

**Article XV: Incorporator AMENDED to read as follows:**

**Article XV – Incorporator**

**14.2 Name – Address**

Mathis Moore, 3333 Northeast 20 Avenue, Fort Lauderdale, FL 33306