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FLORIDA DIVISION OF CORPORATIONS

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NAME: THE CENTER FOR INFORMATION AND CRISIS SERVIC
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TALLAHASSEE, FLORIDA

ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
THE CENTER FOR INFORMATION AND CRISIS SERVICES, INC.

The undersigned President of The Center for Information and Crisis Services, Inc., a corporation organized under Chapter 617, Florida Statutes, as amended, hereby certifies as follows:

1. The name of the Corporation is: The Center for Information and Crisis Services, Inc.
2. Attached hereto as Exhibit A are the Amended and Restated Articles of Incorporation of the Corporation.
3. Such restatement contains amendments to the Articles of Incorporation, as previously amended, requiring approval of the members of the Corporation.
4. Such amendments were approved and adopted by the members and Board of Directors of the Corporation by approval of the following resolution:

RESOLVED: That the Articles of Incorporation of the Corporation be and hereby are amended and restated in their entirety to read in the form distributed to this meeting [which is the same as Exhibit A annexed to these Articles of Restatement], and that the proper officer or officers of the Corporation be and hereby are authorized to file Articles of Restatement with the Florida Secretary of State to effect the adoption of such Amended and Restated Articles.

5. Such Amended and Restated Articles were adopted and approved by the members of the Board of Directors on April 21, 1997 and the number of votes cast in favor thereof was sufficient for approval.

JONATHAN E. COLE
FLORIDA BAR NO. 335622
EDWARDS & ANGELL
250 ROYAL PALM WAY, STE. 300
PALM BEACH FL 33480
(561) 833-7700

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IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Restatement as of the 21st day of April, 1997.


Jonathan E. Cole, President

ATTEST:


Bruce W. Parrish, Secretary

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EXHIBIT A

STATE OF FLORIDA
NOT-FOR-PROFIT CORPORATIONAMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE CENTER FOR INFORMATION AND CRISIS SERVICES, INC.

The Center for Information and Crisis Services, Inc., a corporation under Chapter 617, Florida Statutes, as amended, adopts the following Amended and Restated Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: The Center for Information and Crisis Services, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The street address of the principal office of the corporation is 415 Gator Drive, Lantana, Florida 33465; and the mailing address of the corporation is PO Box 3588, Lantana, FL 33465-3588.

FOURTH: The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to:

(a) providing information to the public, students, other human service agencies, health care and human service providers and organizations, governmental agencies and other organizations and businesses concerning human resources, health care and social services available in the Palm Beach County area;

(b) providing telephone counseling and assistance to individuals with personal or family problems;

(c) training and supervising volunteers;

(d) providing short-term or temporary outreach and crisis intervention services to the elderly and others;

(e) providing support services, including training and telephone and office support, for other human service agencies; and

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(f) providing such other services for the benefit of the community and its residents in crisis as shall be approved by the Board of Directors.

It is intended that said corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code.

FIFTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a not-for-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall be a membership corporation. The qualifications for members and the manner of their admission shall be as regulated by the by-laws of the corporation.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least five (5) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes

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within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

SIXTH: The street address of the registered office of the corporation is 105 South Narcissus Ave., #712, West Palm Beach, FL 33401, and the name of its initial registered agent at such address is Bruce W. Parrish, Jr.

SEVENTH: These Amended and Restated Articles of Incorporation shall replace and supersede in their entirety the Articles of Incorporation of the corporation effective upon filing with the Secretary of State of Florida.