

SEP. 18. 1998 2:58PM

HARLLEE PORGES

NO. 380698QP. 1/50137

739165

1706381

9/11/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:36

((H98000017013 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PRO  
CONTACT: TOM PUTNAM  
PHONE: (941)748-3770

ACCT#: 076077002227

FAX #: (941)746-4160

NAME: MANATEE CHILDREN'S SERVICES, INCORPORATED

AUDIT NUMBER.....H98000017013

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
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\*\* ENTER 'M' FOR MENU. \*\*

FLORIDA DIVISION OF CORPORATIONS  
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((H98000017013 7))

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RECEIVED  
98 SEP 18 PM 3:33  
DIVISION OF CORPORATIONS

FILED  
98 SEP 18 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated  
Art. 9/21/98

H980000170137

SEP. 18. 1998 9:27AM HARLLEE PORGES

NO. 3789980P. 1/60137

706381

9/11/98

FLORIDA DIVISION OF CORPORATIONS  
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9/11/98

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58 SEP 18 AM 9:59  
DIVISION OF CORPORATIONS

H98000017013 7

SEP. 17, 1998 1:48PM

HARLEE PORGES

NO. 376898P. 1/60137

706381

9/11/98

FLORIDA DIVISION OF CORPORATIONS  
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EST.CHARGE.. \$35.00

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9/11/98

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RECEIVED  
98 SEP 17 PM 2:46  
DIVISION OF CORPORATIONS

H98000017013 7

SEP-14 1998 1:09PM

HARLLEE PORGES

NO. 3681 P. 1/6

106381

9/11/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:36

((H98000017013 7))

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FAX #: (850)922-4000

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\*\* ENTER 'M' FOR MENU. \*\*

RECEIVED

90 SEP 14 PM 1:17  
DIVISION OF CORPORATIONS

9/11/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:36

((H98000017013 7))

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EST.CHARGE.. \$35.00

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SEP. 11. 1998 2:56PM

HARLLEE PORGES

NO. 3654 P. 1/4

706381

9/11/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:36

((H98000017013 7))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
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EST.CHARGE.. \$35.00

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RECEIVED  
93 SEP 11 PM 3:58  
DIVISION OF CORPORATIONS

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

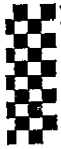
2:36

((H98000017013 7))

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 18, 1998

MANATEE CHILDREN'S SERVICES, INCORPORATED  
1101 6TH AVE WEST  
STE. 218  
BRADENTON, FL 34205

SUBJECT: MANATEE CHILDREN'S SERVICES, INCORPORATED  
REF: 739165

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.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: E98000017013  
Letter Number: 498A00047405



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 17, 1998

MANATEE CHILDREN'S SERVICES, INCORPORATED  
1101 6TH AVE WEST  
STE. 218  
BRADENTON, FL 34205

SUBJECT: MANATEE CHILDREN'S SERVICES, INCORPORATED  
REF: 739165

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The current name of the entity is as referenced above. Please correct your document accordingly.

The corporate name listed above the signature on page 3 of the document is incorrect.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000017013  
Letter Number: 998A00047227

H98000017013 7



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 15, 1998

MANATEE CHILDREN'S SERVICES, INCORPORATED  
1101 6TH AVE WEST  
STE. 218  
BRADENTON, FL 34205

SUBJECT: MANATEE CHILDREN'S SERVICES, INCORPORATED  
REF: 739165.

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 FAX audit number must be on the top and bottom of each page of the document.

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000017013  
Letter Number: 898A00046610





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 14, 1998

MANATEE CHILDREN'S SERVICES, INCORPORATED  
1101 6TH AVE WEST  
STE. 218  
BRADENTON, FL 34205

SUBJECT: MANATEE CHILDREN'S SERVICES, INCORPORATED  
REF: 739165

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the amended and restated articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The date shown in the first paragraph of your document is incomplete.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000017013  
Letter Number: 798A00046365

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

MANATEE CHILDREN'S SERVICES, INCORPORATED

We, the undersigned, being the President and Secretary of Manatee Children's Services, Incorporated, a Florida not-for-profit corporation, hereby certify that on August 27, 1998, the Board of Directors of the corporation, in the manner permitted by the provisions of Section 617.1002, Florida Statutes, unanimously adopted a resolution approving the following amended and restated Articles of Incorporation to be effective on filing with the Secretary of State for the state of Florida.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MANATEE CHILDREN'S SERVICES, INCORPORATED

98 SEP 18 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

ARTICLE I: NAME

The name of this corporation is Manatee Children's Services, Incorporated.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is located at 1101 6<sup>th</sup> Avenue West, Suite 218, Bradenton, Florida 34205, which is in Manatee County, Florida. The corporation may conduct business at any other locations, and the Board of Directors may move the principal place of business to other locations in Manatee County, Florida.

ARTICLE III: PURPOSE

The purpose of this corporation is the exclusive charitable purpose of the prevention and intervention of child abuse and promotion of the health and well-being of children, families, and adults who are in need of assistance due to victimization and crime via a variety of services in Manatee County, Florida, by providing facilities and education, training, treatment, research, and support activities directed toward reducing the amount of child abuse and neglect in Manatee County, Florida, and the problems and needs arising therefrom.

Notwithstanding any other provision of these Articles of Incorporation, this corporation will not carry on any activity not permitted to be carried on by:

- (A) A corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or any corresponding provision of an United States law;

Or

(B) A corporation to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, or any corresponding provision of United States law.

ARTICLE IV: MEMBERSHIP

Membership in this corporation shall be determined in accordance with requirements set forth in the By-Laws of the corporation. This corporation shall not issue any stock.

ARTICLE V: EXISTENCE

This corporation shall exist perpetually or until dissolved according to law.

ARTICLE VI: MANAGEMENT

The affairs of this corporation shall be managed by a Board of Directors, composed of not fewer than five (5) Directors, and such officers as established by the By-Laws of this corporation. The method of election of officers and directors is as stated in the By-Laws.

ARTICLE VII: CORPORATION POWERS

This corporation is empowered to perform all acts permitted by law, including the act of owning real property.

ARTICLE VIII: BY-LAWS

The By-Laws of this corporation are to be made, amended, or rescinded by a majority of the Board of Directors present at any regular or special meeting of the Board of Directors, provided that a quorum of Directors is present at the meeting.

ARTICLE IX: DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the corporation, the residual assets of the organization will be turned over and distributed to either: (A) one or more organizations which are themselves exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, or corresponding sections of United States law; or (B) either the Federal, State, or Local government for an exclusive public purpose.

ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be adopted with the affirmative vote by three-quarters (3/4) of the Directors present and voting at any regular meeting of the Board of Directors.

In witness whereof, we the undersigned officers, have set our hands and seals this, the 11 Day of 9 1998.

Manatee Children's Services, Incorporated

By: [Signature], President

Attest: Nancy McCarty, Secretary

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 11 day of 9 1998, by Ed Nicholas as its President. He/she is () personally known to me or ( ) have produced \_\_\_\_\_ as identification.

Dennis A. Miller  
Notary Public



"OFFICIAL SEAL"  
Dennis A. Miller  
My Commission Expires 4/3/2000  
Commission #CC 545301

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1st day of September 1998, by Nancy McCarty as its Secretary. He/she is () personally known to me or ( ) have produced \_\_\_\_\_ as identification.

Dennis A. Miller  
Notary Public



"OFFICIAL SEAL"  
Dennis A. Miller  
My Commission Expires 4/3/2000  
Commission #CC 545301

H98000017013

**MANATEE CHILDREN'S SERVICES, INCORPORATED**

**SECRETARY'S CERTIFICATE**

STATE OF FLORIDA  
COUNTY OF MANATEE

I, the undersigned, Secretary of MANATEE CHILDREN'S SERVICES, INCORPORATED, a Florida not-for-profit corporation (the "Corporation"), do hereby certify that:

1. The attached Amended and Restated Articles of Incorporation accurately reflect a resolution duly adopted by the Board of Directors of the Corporation at a meeting thereof, duly called and held on the 27th day of August, 1998, at which a quorum was present and acting throughout, which resolution has been incorporated into the minutes of such meeting which have been duly transcribed, and which resolution has not been revoked, modified, amended or rescinded and is still in full force and effect.

2. The Amended and Restated Articles of Incorporation do not contain any amendments requiring member approval.

WITNESS my hand and seal of the Corporation this 15 day of September, 1998.

*Nancy McCarty*  
Nancy McCarty, Secretary

(CORPORATE SEAL)

The foregoing instrument was acknowledged before me this 15 day of September, 1998, by Nancy McCarty as Secretary of Manatee Children's Services, Incorporated, a Florida not-for-profit corporation, on behalf of the corporation. She is personally known to me.



"OFFICIAL SEAL"  
Dennis A. Miller  
My Commission Expires 4/3/2000  
Commission #CC 545301

*Dennis A. Miller*  
Notary Public, State of Florida

H98000017013