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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Manatee Children's Services, Inc.

DOCUMENT NUMBER: 739165

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charmian Miller

(Name of Contact Person)

Manatee Children's Services, Inc.

(Firm/ Company)

465 Cortez Rd. W.

(Address)

Bradenton, FL 34207

(City/ State and Zip Code)

For further information concerning this matter, please call:

Charmian Miller

(Name of Contact Person)

at (941) 345-1200

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Manatee Children's Services, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

739165

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Article I: Name- had been amended

Article II: Principal Place of Business has been deleted and Article II: Seal has been added

Article III: Purpose has been deleted and Article III: Membership has been added

Article IV: Membership has been deleted and Article IV: Board of Directors has been added

Article V: Existence has been deleted and Article V: Officers has been added

Article VI: Management has been deleted and Article VI: Banking has been added

Article VII: Corporation Powers has been deleted and Article VII: Absence of President & Vice-President has been added

Article VIII: By-Laws has been deleted and Article VIII: Fiscal Year has been added

Article IX:Disposition of Assets upon Dissolution has been deleted and Article IX: Non-Stock Status has been added

Article X: Amendment of Articles of Incorporation has been deleted and Article X: Indemnification has been added

Article XI: Dissolution has been added

Article XII: Rules has been added

Article XIII: Quorum for Corporate Membership Meetings and By-Laws has been added

(Attach additional pages if necessary)

(continued)

Articles of Amendment to Articles of Corporation
Manatee Children's Services, Inc.
Document Number- 739165
Cont'd

Amendments Adopted-

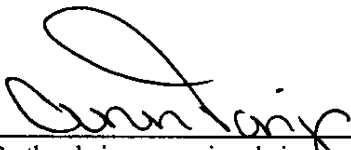
Article XIV: Voluntary Auxiliary has been added
Article XV: Non-Discrimination Statement has been added
Article XVI: Conflict of Interest has been added

The date of adoption of the amendment(s) was: August 23, 2007

Effective date if applicable: August 27, 2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (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.

Signature 
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Ann Tonzi
(Typed or printed name of person signing)

Vice-President
(Title of person signing)

FILING FEE: \$35

Amended
Articles of Incorporation

Of

Manatee Children's Services, Inc.

ARTICLE I: NAME

This corporation shall be known MANATEE CHILDREN'S SERVICES, INC., A non-profit charitable Florida Corporation, whose mission shall be- "To advocate for and provide the resources, skills, and shelter to alleviate abuse through prevention and intervention for all children and their families."

ARTICLE II: SEAL

1. This corporation shall have a corporate seal in the form of two circular confirming metal discs bearing the words "MANATEE CHILDREN'S SERVICES, INCORPORATED, A NOT FOR PROFIT" and in the center the words and year SEAL 1977".
2. The seal shall be impressed upon all instruments executed by this corporation upon which a seal is required by law.

ARTICLE III: MEMBERSHIP

The members of the corporation shall consist of individual concerned citizens and entities who endorse the purpose of this corporation and who have made a contribution of at least ten & 00/100 dollars (\$10.00) per calendar year.

ARTICLE IV: BOARD OF DIRECTORS

1. A Board of Directors composed of not less than five (5) and not more than twenty-five (25) Directors who shall be concerned and community minded men and women shall manage the affairs of this corporation. The primary issues of concern are 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 including, but not limited to, emergency shelter, support, training, and education. Each Director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified. Any Director who misses three (3) regularly scheduled Board of Directors meetings in any calendar year without a valid excuse, may automatically lose his or her directorship and his or her directorship shall be deemed vacant until otherwise filled by action of the Board of Directors. Board

Members are required to call in if they will be absent. This will be an excused absence.

2. Terms of Office of Directors. Directors shall be elected for an indefinite term by the corporation membership at the corporation annual meeting. Any and all vacant directorships existing between annual meetings may be filled by vote of the Board of Directors. All Directors elected by the Board of Directors shall serve an indefinite term of the corporation.
3. Duties of the Board. The Board of Directors shall transact all business of Manatee Children's Services, Inc. It shall determine the policies, fiscal matters, to include entering into contracts for purposes of securing financing, employment of staff and other personnel policies, and in general assume responsibility for the guidance of the affairs of the corporation.
4. Quorum. The presence of five (5) of all the Directors shall be necessary at any meeting to transact business. The act of a majority of the Directors present at a meeting shall be the act of the Board of Directors. A telephone poll of the Executive Committee may be used in cases of emergency.
5. Time of Annual Meeting of the Corporation. The annual meeting of the corporation membership shall be held each year at a time, date, and place determined by the Board of Directors.
6. Regular Meetings of the Board of Directors. The Board of Directors shall regularly meet on the fourth (4th) Thursday of each calendar month at 4:00 PM at the Corporation's office or at such other times and places as the Board of Directors may pick, and at other times upon the call of the President, or the call of five (5) of the Directors.
7. Election of Officers. The Board of Directors from amongst themselves shall elect a President, Vice-President, Secretary, and Treasurer at the first regular meeting of the Board of Directors following the annual meeting of the corporation's membership. Any vacancies in these offices thereafter may be filled by election of the Board of Directors, including an Executive Director, who, upon appointment, shall be the Chief Operating Officer of the corporation.
8. Removal of Directors and Officers. Any Director or Officer may be removed by the Board of Directors whenever in the judgment of the Board the best interest of the corporation will be served thereby a majority of the Board of Directors.
9. Standing Committees. The following shall be the standing committees of the Board and their duties:

- A. Executive Committee – The Executive Committee shall consist of the President, Vice-President, Immediate Past President, Secretary, and Treasurer of the Corporation. The duties of the Executive Committee shall be to insure the effective operation of all standing committees of the Board, to plan for the timely handling of business to be brought before the Board and to provide for an annual planning retreat for directors and staff. The Executive Committee may act on behalf of the Board of Directors in case of emergency or fiscal action needed. At the first regularly scheduled meeting of the full Board ratification of its actions must be voted on.
- B. Finance Committee – The Finance Committee shall consist of the Treasurer as chairman and other Directors appointed by the President. The duties of the Finance Committee shall be to work with the staff in the areas of budget preparation and monitoring, endowment, and investment planning, and to insure that all tax and audit procedures are completed in a timely and accurate manner.
- C. Fund-raising and Public Relations – The Fund-raising and Public Relations Committee shall be composed of Directors appointed by the President. The members of the committee shall elect the Chair. The duties of the Fund-raising and Public Relations Committee shall be to design needs and goals, conduct an annual membership drive, and to work the Staff to develop and promote the agency through the agency newsletter, press releases advertising and public service announcements, and any other means deemed appropriate by the committee and approve by the Board.
- D. Facilities Committee – The Facilities Committee shall be composed of one Director appointed by the President to serve as chairman, and other Directors also appointed by the President. The duties of the Facilities Committee shall be to monitor and review facilities owned, or leased, by the Corporation, and to research and locate other locations and facilities suitable for conducting corporate business.
- E. Human Resources and Nominating Committee – The Human Resources and Nominating Committee shall be composed of one Director, appointed by the President to serve as Chairman, and other Directors also appointed by the President. The duties of the Human Resources and Nominating Committee shall be to recruit qualified candidates to serve as Directors and Officers of the corporation; prepare a slate of candidates for those offices as vacancies or elections occur; provide orientation to new, or potential Directors, and act as a Grievance Committee for appropriate human resource problems.

ARTICLE V: OFFICERS

1. The Officers of this corporation shall be a President, Vice-President, a Secretary, a Treasurer, and Executive Director, who, when appointed shall be the Chief Operating Office of the corporation. Except for the Executive Director, all the officers shall serve one (1) year terms from their election at the first Board of Directors meeting following the annual corporate membership meeting. If during this year term a vacancy occurs, the Board of Directors may elect from among themselves a Director to fill the vacancy and the person so elected shall serve in that office until the next annual meeting of the corporate membership. The office of the Executive Director shall be filled by appointment by the Board of Directors, and the Executive Director shall serve at the pleasure of the Board of Directors and the President.
2. The President of this corporation shall be Chief Executive Officer of this corporation, and shall have the general supervision of the business of the corporation, subject to the Board of Directors. He or she may sign and execute in the name of this corporation deeds, notes, mortgage, bonds, contracts, or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof may be expressly delegated by the Board of Directors or by these by-law to some other officer or agent of this corporation, and in general he or she shall perform all duties incident to the office of the Chief Executive Officer of this corporation. He or she shall preside at all meetings of the Board of Directors of this corporation, appoint Directors to serve as members of all standing committees, appoint any additional ad-hoc committees, and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Directors.
3. The Vice-President shall perform the duties of the President in the event of the absence, resignation, or the inability of the President and he or she shall exercise and perform such other duties as may from time to time be assigned to him or her by the Board of Directors or prescribed by these by-laws.
4. The secretary shall keep the minutes of all meetings of the board of Directors and of the corporation. He or she shall keep the seal of the corporation and affix and attest the same upon any instrument requiring the seal executed by this corporation. All other officers may affix the corporate seal and their action will be binding upon the corporation. He or she shall also handle all correspondence and exercise and perform such other duties as may from time to time be assigned to him or her by the Board of Directors or by this by-laws. The Secretary can supervise and delegate the listed responsibilities to a designated staff person.

5. The Treasurer shall have charge of all moneys and securities of this corporation. He or she shall exhibit a full and correct statement of his or her accounts and disclose the true financial condition of this corporation at each annual meeting of the corporation and at each meeting of the Board of Directors. The Board of Directors, in their discretion, may or may not require him or her to give bond made by a duly authorized surety company for such sum as ay be fixed by the Board of Directors or by corporate resolution conditioned for all moneys and property coming into the hands by virtue of his or her office. The corporation shall pay the premium of this bond.
6. The Executive Director is the Chief of Operations, Administration, and Management of the activities and affairs of the corporation. Under the general supervision of the President, the Executive Director has the responsibility and authority for:
 - A. Implementing the policies and programs of the Board of Directors;
 - B. Promoting the purposes of the corporation;
 - C. Supervising and managing the activities and affairs of the corporation.

The Executive Director has the responsibility and authority for engaging, discharging, and supervising all other employees of the corporation. The Executive Director has the responsibility and authority for assigning duties to and fixing the terms, conditions, and compensation of the other employees, subject to the budget allocations set by the Board.

The Executive director has the responsibility and authority for the supervision of employees and for the supervision of volunteers and for obtaining materials, equipment, and services to implement the policies and programs of the Board of Directors and to further the purposes of the corporation, subject to the budget allocations set by the Board.

Along with the President, The Executive Director is authorized to serve as chief spokesperson and chief representative of the corporation.

The Executive Director is an ex-officio (unofficial and non-voting) member of the Board of Directors and all other committees and boards of the Corporation.

The Executive Director is responsible for periodically reporting to the Board of Directors and appropriate committees on the general status of the Corporation and the status of the particular programs plans, and activities of the Corporation.

The Executive Director has the responsibility and authority for the preparation and submission and signing of checks, of all reports, applications, proposals, contracts, and communications of the Corporation required either by law, contractual obligation, Board policy, or which otherwise may be deemed to further the proposes of the corporation.

The Executive Director is responsible for protecting and preserving the assets and the financial condition of the Corporation in a sound condition and maintaining and preserving records of the Corporation's activities in a proper and accountable manner.

The Executive Director is responsible and has the authority for performing all other duties incidental to the position as well as all other duties, which from time to time may be duly assigned to the position.

ARTICLE VI: BANKING

All monies of every kind belonging to this Corporation shall be deposited in its bank account or accounts, and no money shall be withdrawn from said bank account or accounts unless the checks evidencing such withdrawals are signed by such Officers or Employees or Agents of the Corporation as may be designated by a resolution of the Board of Directors duly adopted. No monies can be borrowed without the approval of the Board of Directors.

ARTICLE VII: ABSENCE OF PRESIDENT & VICE-PRESIDENT

In the event of the absence of the President and Vice-President at any meeting of the board of Directors, the Directors present at such meeting shall elect a Chairman pro tempore who shall preside at the meeting and exercise the same powers as the President or Vice-President could, if present, exercise.

ARTICLE VIII: FISCAL YEAR

The fiscal year of this Corporation shall begin July 1 and end on June 30 of each year unless changed by resolution of the Board of Directors

ARTICLE IX: NON – STOCK STATUS

This Corporation is organized on a non-stock, non-profit basis and all proceeds shall be extended solely to carry out the purposes of this Corporation as described in these Articles of Incorporation.

ARTICLE X: INDEMNIFICATION

This Corporation shall indemnify and save harmless its Officers and Directors of and from any suits, actions or judgments arising out of the conduct of the affairs or judgments arising out of the conduct of the affairs of this Corporation, in which suit, action, or judgment any liability shall be alleged or imposed upon any of the Corporation's Officers or Directors from any act done by any Officers or Directors on behalf of this Corporation: and, further, this Corporation shall pay all costs, legal expenses, or any other charges that said Officers or Directors may incur in defense of any claim, suit, or action that may be instituted against said Officers or Directors in their individual capacity, it being the purpose and intent that the Corporation shall save it's Officers or Directors harmless from any action taken by them on it's behalf.

ARTICLE XI: DISSOLUTION

Upon dissolution of this Corporation, all moneys, property, materials, equipment, and assets received by the Corporation from private donors or institutions shall be distributed by the Board of Directors to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code as amended or superseded or to the Federal Government or to the state or local government for a public purpose, and none of the assets shall be distributed to any Members, Directors or Officers of this corporation.

ARTICLE XII: RULES

When not in conflict with these Articles, Robert's Rules of Order shall establish the rules of procedure at all meetings of the Board of Directors.

ARTICLE XIII: QUORUM FOR CORPORATE MEMBERSHIP MEETINGS, ARTICLES, AND BY-LAWS

1. Five (5) members must be present for there to be a quorum at an annual meeting of the Corporation membership. Any action taken by the Corporate membership must be with the approval of a majority of the members present at the annual meeting.
2. The power to make, alter, amend or repeal articles or by-laws is vested solely and exclusively in the Board of Directors.

ARTICLE XIV: VOLUNTEER AUXILIARY

Amended to Read – No Volunteer Auxiliary

ARTICLE XV: NON-DISCRIMINATION STATEMENT


This Corporation will not discriminate against any person, either in hiring staff personnel or in accepting clients, as to race, creed, age, sex, religion, or national origin.

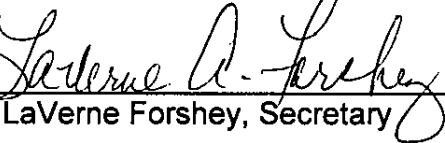
ARTICLE XVI: CONFLICT OF INTEREST

At any time that an issue before the Board of Directors may result in a conflict of interest for any Board member, such conflict shall be declared by the Board member and shall be so noted in the official minutes of the meeting.

In witness whereof, we the undersigned officers, have set our hands and seal this, the 23rd day of Aug., 2007.

Manatee Children's Services, Inc.

By: 
Ann Tonzi, Vice-President

Attest: 
LaVerne Forshey, Secretary

seal