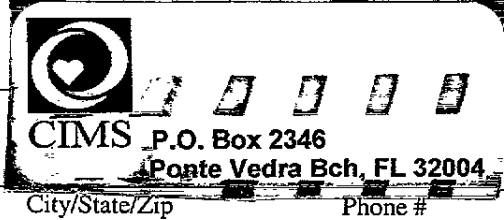


N00000003856



Office Use Only

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

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- Walk in, Mail out, Pick up time, Will wait, Photocopy, Certified Copy, Certificate of Status

01 APR 24 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

NEW FILINGS

AMENDMENTS

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

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

OTHER FILINGS

REGISTRATION/QUALIFICATION

- Annual Report, Fictitious Name

- Foreign, Limited Partnership, Reinstatement, Trademark, Other

Astart

T. LEWIS APR 24 2001

Examiner's Initials



CIMS

Coalition for Improving Maternity Services

April 19, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

The following corrections have been made in reference to Letter Number 701A00021585:

- The words "initial" and "first" have been removed.
- The post office box of the registered agent has been changed to a street address.
- The chairman of the board has signed the document.

A handwritten signature in black ink, appearing to read "Rae Davies". The signature is written in a cursive, flowing style.

Rae Davies
Executive Director



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 11, 2001

COALITION FOR IMPROVING MATERNITY SERVICES
P. O. BOX 2346
PONTE VEDRA BEACH, FL 32004

SUBJECT: COALITION FOR IMPROVING MATERNITY SERVICES, INC.
Ref. Number: N00000003856

We have received your document for COALITION FOR IMPROVING MATERNITY SERVICES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A post office box is not an acceptable address for the registered agent.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 701A00021585

RECEIVED
01 APR 24 AM 11:19
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COALITION FOR IMPROVING MATERNITY SERVICES, INC.
(A not-for-profit corporation)

FILED
01 APR 24 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number N00000003856)

The corporation was incorporated on June 14, 2000 under the name COALITION FOR IMPROVING MATERNITY SERVICES, INC. Pursuant to Sections 617.1002, 617.1006 and 617.1007, Florida Not For Profit Corporation Act, amended and restated Articles of Incorporation were approved by the unanimous written consent of the directors of the corporation on February 13, 2001.

The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I
NAME

Section 1.1 Name. The name of the corporation is Coalition for Improving Maternity Services, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is P. O. Box 2346, Ponte Vedra Beach, Florida 32004.

Section 1.3 Mailing Address. The mailing address of the corporation is P.O. Box 2346, Ponte Vedra Beach, Florida 32004.

ARTICLE II
PURPOSES

Section 2.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Specifically, the corporation's purpose is to promote a wellness model of maternity care, foster education, designate facilities and services as mother-

friendly and undertake such other activities that will further the general purposes described herein.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.2 Number. This corporation shall have seven (7) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 3.3 Names and Addresses of Members of the Board of Directors. The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Barbara Hotelling	2112 Bretton Drive Rochester Hills, MI 48309
Patricia Turner	22 Richard Street Green, ME 04236
Deborah Woolley	1143 S. Clinton Avenue Oak Park, IL 60304
Jack Travis	2 Wattle Rise POB 387 Metung 3904 Victoria, Australia
Jessica Porter	P. O. Box 382724 Cambridge, MA 02238
Linda Smith	6540 Cedarview Court Dayton, OH 45459
Rae Davies	P. O. Box 2346 Ponte Vedra Beach, FL

Section 3.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of

its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors, except as prohibited by Section 617.0825, Florida Statutes.

ARTICLE IV LIMITATIONS

Section 4.1 Limitations on Actions. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer or other private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 of these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 4.2 Private Foundation Provisions. At any time when the corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code, the following additional limitations on the corporation's activities shall apply:

1. The corporation shall distribute its income for 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.
2. The corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
4. The corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE V
DISSOLUTION**

Section 5.1 Dissolution. Upon the dissolution of the corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively to such charitable, scientific or educational organizations which would then exist and qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or to governmental units described in Section 170(c)(1) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for the purposes of the corporation or to such organization or organizations which are organized and operated exclusively for such purposes as the Court shall determine.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

Section 6.1 Name and Address. The street address of the registered office of this corporation is 620-11 Ponte Vedra Blvd., Ponte Vedra Beach, Florida 32082, and the name of the registered agent of this corporation at that address is Rae Davies.

**ARTICLE VII
MEMBERS**

Section 7.1 No Members. The corporation shall not have members.

**ARTICLE VIII
TERM OF EXISTENCE**

Section 8.1 Term of Existence. This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE IX
BYLAWS**

Section 9.1 Bylaws. The initial Bylaws of this corporation shall be adopted by the Board of Directors.

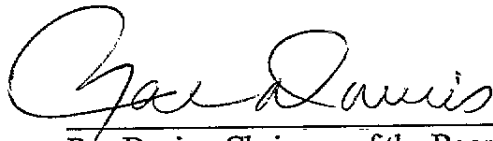
**ARTICLE X
AMENDMENT**

Section 10.1 Amendment. The Board of Directors reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

ARTICLE XI
POWERS

Section 11.1 Powers. To accomplish the purposes of the corporation set forth in Article II, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they may exist from time to time.

IN WITNESS WHEREOF, the undersigned director has executed these Amended and Restated Articles of Incorporation the 13th day of February, 2001.



Rae Davies, Chairman of the Board

CERTIFICATE

The undersigned director of the corporation hereby certifies as follows: (a) this corporation has no members; and (b) the board of directors of this corporation has adopted the foregoing Amended and Restated Articles of Incorporation.

Dated: April 19, 2001.



Rae Davies, Chairman of the Board