

N000000003856

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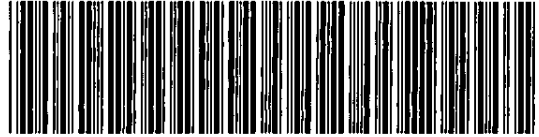
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated

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125-08



**CIMS**  
COALITION FOR IMPROVING  
MATERNITY SERVICES

November 20, 2007

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

Re: Coalition for Improving Maternity Services  
Document Number: N00000003856

To Whom It May Concern:

On behalf of the Coalition for Improving Maternity Services, a Florida Non-Profit Corporation, please find enclosed completed Articles of Amendment forms as well as a copy of our original Articles of Incorporation. We have also enclosed a check in the amount of \$35.00 to cover the cost of the filing fee.

Thank you in advance for your assistance.

Sincerely,

Nicette Jukelevics  
Coalition for Improving Maternity Services  
Member, Board of Directors

**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION:** COALITION FOR IMPROVING  
MATERNITY SERVICES

**DOCUMENT NUMBER:** NO0000003856

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

Please return all correspondence concerning this matter to the following:

MICHELLE KENDELL, CO-CHAIR  
(Name of Contact Person)

COALITION FOR IMPROVING MATERNITY SERVICES  
(Firm/ Company)

8540 LINCOLN  
(Address)

HUNTINGTON WOODS, MI 48070  
(City/ State and Zip Code)

For further information concerning this matter, please call:

MICHELLE KENDELL at (248) 398-2095  
(Name of Contact Person) (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

Amended + Restated

Articles of Incorporation  
of

COALITION FOR IMPROVING MATERNITY SERVICES,

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

Inc.

N00000003856

(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 II, Section 2.1, amended

ARTICLE III, Section 3.3, amended

Section 3.4, amended

ARTICLE VII, SECTION 7.1, amended

ARTICLE IX, SECTION 9.1, amended

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2008 JAN 22 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**AMENDED AND RESTATED  
on August 18, 2007**

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

The corporation was incorporated on June 13, 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.  
620-11 Ponte Vedra Blvd 32082

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, support research and education, and undertake such other activities that promote making mother-friendly care a reality.

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

Name	Address
Linda Herrick	3553 Oregon Road Ottawa, KS 66067
Barbara Hotelling	2112 Bretton Drive S Rochester, MI 48309
Nicette Jukelevics	30526 Rhone Drive Rancho Palos Verdes, CA 90275
Michelle Kendell	8540 Lincoln Drive Huntington Woods, MI 48070
Mayri Sagady Leslie	6169 Windam Hill Run Alexandria, VA 22315
Sharon Storton	1373 Deroche Court Sunnyvale, CA 94087
Ruth T. Wilf	712 Arlington Court Narbeth, PA 19072
Deb Woolley	9942 Kika Court #2424 San Diego, CA 92129

Section 3.4 Management. The affairs of this corporation shall be managed by a Board of Directors also known as the Leadership Team.

## **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 the 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.

- 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 a manner as to subject it to the tax under Section 4944 (d) 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 exempt organization under Section 501 ©(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 initial registered office of this corporation is 620-11 Ponte Vedra Blvd., Ponte Vedra Beach, Florida 32082, and the name of the registered agent of the corporation at that address is Rae Davies.

## **ARTICLE VII MEMBERS**

Section 7.1 Members. The corporation shall have members, who shall be non-voting members.

## **ARTICLE VIII TERM OF EXISTENCE**

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

## **ARTICLE IX BYLAWS**

Section 9.1 Bylaws. The Board of Directors (Leadership Team) reserves the right to amend or repeal the Bylaws.

## **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



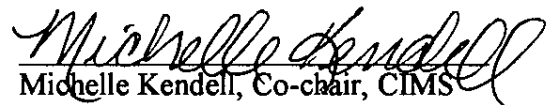
officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes.

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 directors have executed the Amended and Restated Articles of Incorporation the 18<sup>th</sup> day of August, 2007.

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Mayri Sagady Leslie, Chair, CIMS

  
Michelle Kendell, Co-chair, CIMS

The date of adoption of the amendment(s) was: August 18, 2007

Effective date if applicable: August 18, 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** Michelle Kendell  
(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.)

MICHELLE KENDELL  
(Typed or printed name of person signing)

CO-CHAIR, CIMS  
(Title of person signing)

**FILING FEE: \$35**