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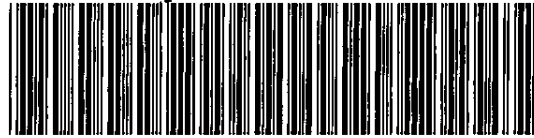
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Mateer Harbert

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OF COUNSEL
DAVID M. LANDIS
JON E. KANE

July 28, 2006

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

Re: Filing of Amended and Restated Articles for KIDS CENTRAL, INC.
Document Number: N02000002212

Dear Sir or Madam:

Please find enclosed the original Amended and Restated Articles of Incorporation of Kids Central, Inc., a Florida Not for Profit Corporation, which I am filing with the Division of Corporations on behalf of Kids Central, Inc., (Document Number: N02000002212), as its registered agent. Also enclosed is a check in the amount of \$35.00 for your filing fee.

Should you have any questions or concerns, please feel free to give me a call. Thank you for your attention to this matter.

Sincerely,



Gregory C. Harrell
Registered Agent for Kids Central, Inc.
(signed in his absence, to avoid delay)

GCH:ntc
Enclosures

cc: Ms. Debbie Toil, Executive Assistant to Cynthia A. Schuler, CEO, Kids Central, Inc.
(without enclosures)

As of April 7, 2006

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIDS CENTRAL, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
06 AUG -1 AM 10:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to amend the Articles of Incorporation of Kids Central, Inc., a Florida not for profit corporation, (the "Corporation") and pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, do hereby make, subscribe, adopt, and acknowledge these Amended and Restated Articles of Incorporation of Kids Central, Inc., a Florida not for profit corporation.

ARTICLE I. NAME

- 1.1. The name of the Corporation shall be Kids Central, Inc.

ARTICLE II. DURATION

- 2.1. The Corporation's existence commenced on the filing of the original Articles of Incorporation with the Florida Secretary of State. The Corporation shall have perpetual existence.

ARTICLE III. PURPOSES

- 3.1. The purposes for which the Corporation was organized are:
- 3.1.1. In general and subject to the provisions of the following subparagraphs, to do any and all acts and things which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida.
 - 3.1.2. The purposes for which this Corporation is organized shall be limited to those which are strictly charitable and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as hereafter amended ("Code").
 - 3.1.3. The foregoing purposes include, without limitation, the achievement of the following in Marion, Lake, Citrus, Sumter and Hernando Counties, Florida:
 - a. To act as the lead agency in the privatization of foster care services in accordance with section 409.1671, Florida Statutes.
 - b. To provide child protection and welfare services to children.
 - c. To provide foster care, emergency shelter and group home care and facilities.
 - d. To provide individual and group services and counseling to children and families to facilitate growth and reunification.
 - e. To help abused, neglected, and abandoned children.
 - f. To provide community education about the needs and issues of children.
 - g. To engage in other charitable endeavors from time to time.

3.2. Special Provisions Concerning Charitable Purpose.

- 3.2.1. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Code; or (2) of a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code and the applicable rules and regulations thereunder.
- 3.2.2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- 3.2.3. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.
- 3.2.4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.
- 3.2.5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.
- 3.2.6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.
- 3.2.7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.
- 3.2.8. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- 3.2.9. The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code as hereafter amended, and the applicable rules and regulations thereunder.

ARTICLE IV. POWERS

- 4.1. The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. To these ends, the Corporation shall also have the power to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any real, personal, tangible or intangible property, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property; and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles, the Bylaws, or any laws applicable thereto.
- 4.2. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code, as hereafter amended, and the applicable rules and regulations thereunder, nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE V. PRINCIPAL OFFICE AND/OR MAILING ADDRESS

- 5.1. The Corporation's principal office and mailing address to which the Secretary of State may mail any required notices shall be 3200 S.W. 34th Avenue, Suite 601, Ocala, Florida 34474.

ARTICLE VI. REGISTERED AGENT AND OFFICE

- 6.1. The Corporation designates Gregory C. Harrell of the law firm of Mateer Harbert, P.A., as its registered agent. The street address of the Corporation's registered office shall be 7 East Silver Springs Boulevard, Suite 204, Ocala, Florida 34470.

ARTICLE VII. MEMBERSHIP

- 7.1. The Corporation shall not have members and shall not issue membership certificates or stock.

ARTICLE VIII. DIRECTORS

- 8.1. The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than ten (10) and no more than nineteen (19) natural persons who are 18 years of age or older. The Corporation intends for the Board of Directors to be comprised of residents of each of the five (5) counties to which the Corporation provides services (i.e., Marion, Lake, Citrus, Sumter and Hernando Counties), and at least one (1) non-voting member, who is a representative of one of the various providers with whom the Corporation contracts, to be appointed at the discretion of the Corporation's executive committee.
- 8.2. The duration, term, and number of permitted terms of the Directors and filling of vacancies shall be as set forth, from time to time, in the Bylaws. The Bylaws may provide for the removal of Directors and the loss or suspension of voting rights of Directors.

ARTICLE IX. OFFICERS

- 9.1. The Board of Directors may elect the following officers:
- a. A Chairman who shall serve as the Chairman of both the Board and Executive Committee and who shall conduct the meetings of the Board and Executive Committee;
 - b. A Vice Chairman who shall serve as the Chairman in the absence of the Chairman;
 - c. A Treasurer who shall provide reports of, and recommendations concerning, the financial affairs of the Corporation to the Board, and chair the Corporation's Finance Committee; and
 - d. A Secretary who shall arrange for the recording of the minutes of the meetings of the Board, and who shall serve as the Secretary of the Corporation.
- 9.2. The officers of the Corporation shall consist of a Chief Executive Officer and a Chief Financial Officer; but the Board of Directors may elect such other corporate officers, assistant officers and agents as may be deemed necessary.
- 9.3. The term, authority, and duties of officers of the Board and officers of the Corporation shall be as set forth in the Bylaws.

ARTICLE X. ELECTION OR APPOINTMENT OF DIRECTORS

- 10.1. Directors of the Corporation shall be elected or appointed in the manner provided by and consistent with these Articles or the Bylaws.

ARTICLE XI. BYLAWS

- 11.1. The Bylaws shall be initially approved by a unanimous vote of the Board of Directors, and thereafter may be amended or rescinded as set forth in the Bylaws.

ARTICLE XII. AMENDMENTS TO THE ARTICLES OF INCORPORATION

- 12.1. These Amended and Restated Articles of Incorporation may be further amended in the manner provided by law except that a majority vote of all Directors present and voting shall be required for such an amendment.

ARTICLE XIII. DISSOLUTION AND DISTRIBUTION

- 13.1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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

As of April 7, 2006

such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV. ADOPTION OF THESE ARTICLES

- 14.1. These Amended and Restated Articles of Incorporation were unanimously approved by the Directors, all of whom have executed an acknowledgment of such fact.

THE UNDERSIGNED adopt and approve the foregoing Amended and Restated Articles of Incorporation of Kids Central, Inc., a Florida not for profit corporation.

Sign: Mike Jordan
M. K. Jordan
(print name) as Director

Sign: Toni James
Toni James
(print name) as Director

Sign: Derek Rickus
Derek Rickus
(print name) as Director

Sign: Kay Crumbaker
KAY CRUMBAKER
(print name) as Director

Sign: W. Gene McGee
W. Gene McGee
(print name) as Director

Sign: James Martore
James Martore
(print name) as Director

Sign: TAMERA A. STEWART
TAMERA A. STEWART
(print name) as Director

Dated: 6/22/06

Sign: Rebecca B. Schmitt
Rebecca B. Schmitt
(print name) as Director

Sign: BRAD TIBBEE
BRAD TIBBEE
(print name) as Director

Sign: Mark A. Jones
Mark A. Jones
(print name) as Director

Sign: DYER T. MICHAEL
DYER T. MICHAEL
(print name) as Director

Sign: James K. Bullock
James K. Bullock
(print name) as Director

Sign: _____
(print name) as Director

Sign: _____
(print name) as Director