

Jun-26-09

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From-Kirk Pinkerton SN#RCO-012328

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Account Number : 071670002600
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
JEWISH FAMILY AND CHILDREN'S SERVICE OF SARASOTA-MANATEE, INC.
A FLORIDA NONPROFIT CORPORATION**

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the Corporation is Jewish Family and Children's Service of Sarasota-Manatee, Inc. (hereafter referred to as the "Corporation".) The principal office of the Corporation is in Sarasota, Florida. The mailing address of the Corporation is 2688 Fruitville Road, Sarasota, Florida 34237.

ARTICLE II

PURPOSES

The general purpose of the Corporation is to provide social services, guidance and counseling to children, seniors and families living in Sarasota County, Manatee County and other counties in the State of Florida. The Corporation is to operate exclusively for such charitable and social service purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1986, as amended or the corresponding section of any future federal tax code (hereafter referred to as the "Code".)

The Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE III

DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer thereof, or any private individual.

ARTICLE IV

LOCATION OF REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The street address of the registered office of the Corporation is 2688 Fruitville Road, Sarasota, Florida, 34237.

The name of the registered agent of the Corporation at that address is ROSE CHAPMAN.

ARTICLE V

INCORPORATORS

The name and address of the incorporators of the Corporation were:

1. JEROLD M. STONE
4370 South Tamiami Trail
Sarasota, Florida 33581
2. IRA S. WIESNER
2055 Wood Street
Sarasota, Florida 33577

ARTICLE VI

MANNER IN WHICH DIRECTORS ARE TO BE ELECTED

New directors are elected by the existing directors.

ARTICLE VII

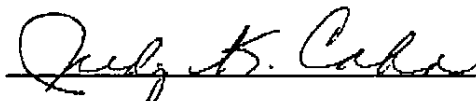
DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, its assets remaining after paying, or providing for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE VIII**PRIVATE FOUNDATION PROVISIONS**

- (a) Distribution of Income. 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 Code.
- (b) Self-dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (c) Excess business holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments which would subject it to tax under Section 4944 of the Code.
- (e) Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4954(d) of the Code.

In witness whereof the Chair of the Corporation executed these Amended and Restated Articles of Incorporation this 27th of April, 2009.



Judy K. Cahn

Chair

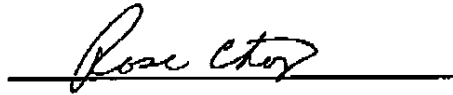
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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Jewish
Family & Children's Service of Sarasota-Manatee, Inc.

A handwritten signature in cursive script, appearing to read "Rose Chapman", is written over a solid horizontal line.

Rose Chapman

CERTIFICATE
TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JEWISH FAMILY AND CHILDREN'S SERVICE OF SARASOTA-MANATEE, INC.

(CHECK ONE)

Adoption of Amendments

☐ The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

☒ There are no members or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

Dated: June 16, 2009

Signature: _____

Marie Monsky
Chair, Board of Directors