

N93000002328

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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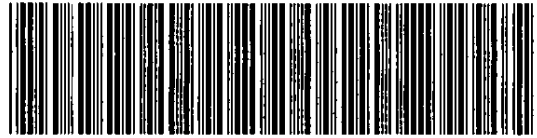
(Business Entity Name)

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*Amended &
Restated Articles
& Name Change*

500161233205
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FILED
2009 OCT -9 AM 8:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*ADR
10/13/09*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hibiscus Children's Center Foundation, Inc.

DOCUMENT NUMBER: N 93000002328

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

Please return all correspondence concerning this matter to the following:

Thomas B. Maher
(Name of Contact Person)

Hibiscus Children's Center, Inc.
(Firm/ Company)

2400 N.E. Dixie Hwy
(Address)

Jensen Beach, FL 34957
(City/ State and Zip Code)

TMAHER@HCC4KIDS.ORG
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tom Maher at (772) 334-9311 x101
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

Hibiscus House Children's Foundation, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N93000002328
(Document Number of Corporation (if known))

FILED
2009 OCT -9 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, this *Florida Not For Profit Corporation* amends and restates its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Hibiscus Children's Center Foundation, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

2400 NE Dixie Hwy
Jensen Beach, FL ~~34957~~ 34957

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

2400 NE Dixie Hwy
Jensen Beach, FL 34957

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Thomas B. Maher

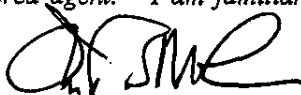
New Registered Office Address:

2400 N.E. Dixie Hwy
(Florida street address)

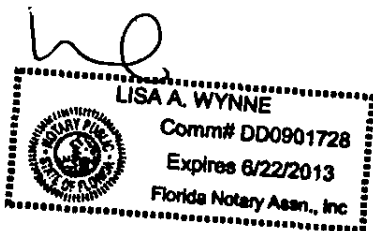
Jensen Beach, Florida 34957
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing



If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	All PREVIOUS OFFICERS & DIRECTORS		<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

* ADD NAMES ATTACHED

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Revised Articles

**HIBISCUS CHILDREN'S CENTER FOUNDATION
BOARD OF DIRECTOR'S
2009-2010**

Mr. Daniel R. Braden

Braden & Braden Architects 417 Coconut Ave.
417 Coconut Ave.
Stuart, FL 34996

Ms. Cathie Chandler, Ph.D.

5225 St. Andrews Island Drive
Vero Beach, FL 32967

Mr. Clay Price

Harris Cotherman
5070 North A1A, Suite 250
Vero Beach, FL 32963

Mr. Randy Riley

965 4th Lane
Vero Beach, FL 32962

Mr. George H. Swift, III

4451 S.W. Branch Terrace
Palm City, FL 34990

Ms. Roseann Wolcott

32 Rio Vista Drive
Stuart, FL 34996

The date of each amendment(s) adoption: September 23, 2009
(date of adoption is required)

Effective date if applicable: _____
(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(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

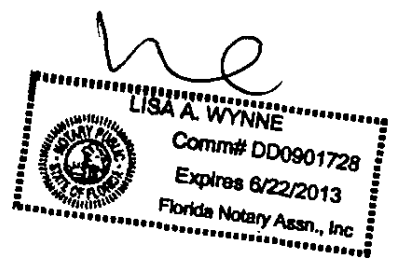
Dated 9/30/09

Signature Roseann D. Wolcott

(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)

Roseann D. Wolcott
(Typed or printed name of person signing)

Chairman
(Title of person signing)



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIBISCUS CHILDREN'S CENTER FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION
DOCUMENT NUMBER N 93000002328

ARTICLE I

NAME

The name of this corporation shall be:

HIBISCUS CHILDREN'S CENTER FOUNDATION, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

- A. This Corporation is organized exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or any successor section) and for the additional purposes of:
1. Soliciting from individuals, corporations, and civic organizations contributions to serve abused, abandoned, and neglected children of the region of the State of Florida known as the Treasure Coast and the Gold Coast and any other region selected by the Board of

Directors from time to time and to use those contributions to serve abused, abandoned, and neglected children in such areas of Florida.

2. To make contributions to HIBISCUS CHILDREN'S CENTER, INC., a Florida Not For Profit Corporation, exempt from tax pursuant to Internal Revenue Code Section 501(c)(3) to assist that corporation in accomplishing its charitable purpose of serving abused, abandoned, and neglected children.
- B. Notwithstanding any other provision contained in these Articles of Incorporation, this Corporation shall not conduct any other activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code or successor section.
 - C. Notwithstanding any other provision contained in these Articles of Incorporation, no substantial part of the corporation's activities shall consist of attempting to influence legislation by propaganda, or otherwise attempting to influence legislation in any fashion not permitted under applicable Treasury Regulations. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office and shall further comply with the requirements of all applicable Treasury Regulations.
 - D. This Corporation, not for profit, shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, or to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed;

and to do all other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

- E. This Corporation, not for profit, may conduct and transact any activity lawfully authorized and not prohibited by Chapter 617, Florida Statutes, entitled "The Florida Not-For Profit Corporation Act", as the same may be, from time to time, amended.

ARTICLE IV

DIRECTORS

- A. This Corporation is authorized to issue membership in this Corporation as authorized in Section 617.0601 of the Florida Statutes. The qualifications for directors and the manner of their admission will be regulated by the Bylaws of the Corporation.
- B. The directors and their addresses are:

(List now directors and addresses)

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE

The principal office and the mailing address of this corporation shall be:

2400 N.E. Old Dixie Highway
Jensen Beach, Florida 34957

ARTICLE VI

REGISTERED AGENT

The name of the registered agent of this corporation shall be:

THOMAS B. MAHER, Executive Director a.k.a. Chief Executive Officer
Hibiscus Children's Center, Inc.
2400 N.E. Old Dixie Highway
Jensen Beach, Florida 34957

ARTICLE VII

DIRECTORS

The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The qualifications of members of the Board of Directors and the manner of their election will be prescribed by the By-Laws of the corporation. The names and addresses of the Directors of this corporation are:

(List Directors now with addresses)

HIBISCUS CHILDREN'S CENTER FOUNDATION
BOARD OF DIRECTOR'S
2009-2010

Mr. Daniel R. Braden
Braden & Braden Architects 417 Coconut Ave.
417 Coconut Ave.
Stuart, FL 34996

Ms. Cathie Chandler, Ph.D.
5225 St. Andrews Island Drive
Vero Beach, FL 32967

Mr. Clay Price
Harris Cotherman
5070 North A1A, Suite 250
Vero Beach, FL 32963

Mr. Randy Riley
965 4th Lane
Vero Beach, FL 32962

Mr. George H. Swift, III
4451 S.W. Branch Terrace
Palm City, FL 34990

Ms. Roseann Wolcott
32 Rio Vista Drive
Stuart, FL 34996

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles is:

~~THOMAS B. MAHER, Executive Director a.k.a. Chief Executive Officer~~

Hibiscus Children's Center, Inc.
2400 N.E. Old Dixie Highway
Jensen Beach, Florida 34957

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the members and approved at a members' meeting by at least a majority of the membership entitled to vote, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

**LIMITATION ON THE DISTRIBUTION OF
CORPORATE ASSETS AND NET EARNINGS**

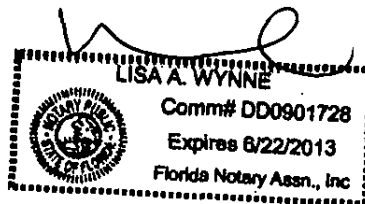
- A. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its directors, members, officers or other private individuals as prescribed in applicable Treasury Regulations, provided, however, the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.
- B. In the event of the Corporation's dissolution, the Corporation's residual assets will be:
 - 1. Distributed to HIBISCUS CHILDREN'S CENTER, INC., a Florida Not For Profit Corporation;

2. Distributed for one or more exempt purposes for which this Corporation was organized;
3. Turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or successor sections; or
4. Distributed to Federal, State, or local government exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1st day of October, 2009.



Thomas B. Maher



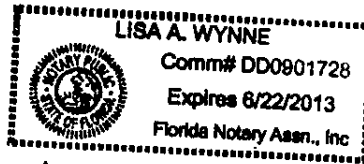
October 1, 2009

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, THOMAS B. MAHER, , Executive Director a.k.a. Chief Executive Officer, Hibiscus Children's Center, Inc. 2400 N.E. Dixie Highway, Jensen Beach, Florida 34957, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 1st day of October, 2009.







October 1, 2009