

N960000000368

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

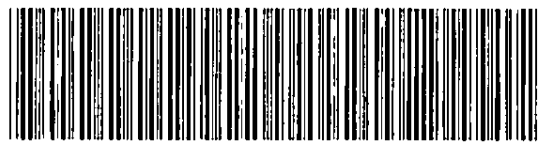
(Business Entity Name)

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Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Instructions to Filing Officer.

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400408031204

Amended & Restated Articles

2023 MAY -2 AM 8:33  
SECRETARY OF STATE  
101 AUSTIN STREET  
COLUMBIA, SC 29201

FILED



2023 MAY -2 PM 2:49  
F  
COLUMBIA, SC 29201

A. RAMSEY  
MAY -5 2023

\*00789, 00524, 00671


**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

THE CHILDREN'S GUARDIAN FUND, INC.

Please Debit I20000000257 For: 43.75

Thank you Seth Neeley

  
Signature

Requested by: SETH 05/01  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- \_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 3, 2023

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL 32301

SUBJECT: THE CHILDREN'S GUARDIAN FUND, INC.  
Ref. Number: N96000000368

We have received your document for THE CHILDREN'S GUARDIAN FUND, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please give the date of adoption by the members or a statement that there are not any amendments requiring member approval.

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) 245-6050.

Annette Ramsey  
OPS

Letter Number: 323A00009927

2023 MAY 4 PM 2:21

FILED

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE CHILDREN'S GUARDIAN FUND, INC.**  
a Florida Not For Profit Corporation

2023 MAY -2 AM 8: 33

SECRETARY OF STATE  
TALLAHASSEE, FL 32399

Pursuant to Chapter 617, Florida Statutes, this Florida Not For Profit Corporation hereby amends and restates its Articles of Incorporation in their entirety to read as follows:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the Corporation shall be **THE CHILDREN'S GUARDIAN FUND, INC.**

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The physical address of the Corporation's principal place of business shall be at:

1750 17th Street, Suite D  
Sarasota, FL 34234

The mailing address of the Corporation shall be at:

1750 17th Street, Suite D  
Sarasota, FL 34234

**ARTICLE III**  
**CORPORATION EXISTENCE**

The term for which this corporation shall exist shall be perpetual.

**ARTICLE IV**  
**PURPOSES**

A. The general nature of the objects and purposes of the Corporation shall be to address or to aid in addressing the physical, emotional, educational, medical, psychological, social, safety and other needs of abused, abandoned, neglected or otherwise disadvantaged children who may be in need of support to improve such children's well-being, as well as to mobilize other community resources and agencies to meet such needs.

B. The general purposes for which this Corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"), including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under the Code. This corporation shall have all powers provided for corporations

Not For Profit by Chapter 617 of the Florida statutes or corresponding provisions of any subsequent statute, and all the powers of any other statute or law which do not in any way adversely affect the Corporation's status as a corporation not for profit under Chapter 617 of the Florida Statutes.

C. Notwithstanding any other provision of these Articles, the Corporation shall have a limitation on its powers as follows:

1. No part of the assets or net earnings of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, officers or other private persons, 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 Article IV hereof.

2. No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

3. The Corporation shall not directly or indirectly 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.

4. The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

5. 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 IRC Section 501(c)(3) of the Code, or the corresponding provisions of any United State Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2) of the Code, or the corresponding provisions of any future United State Internal Revenue Law.

#### **ARTICLE V** **MEMBERS**

The Corporation shall not have members.

#### **ARTICLE VI** **BOARD OF DIRECTORS**

A. The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors shall be five (5), or such greater number as may be determined from time to time by the Bylaws of the Corporation.

B. The composition of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

C. The directors of the Corporation shall be elected to serve for terms of two (2) years.

The members of the Board of Directors whose terms have not expired shall be authorized to fill any vacancy by reason of death, resignation, or the expiration of the term of members or otherwise in accordance with the Bylaws of the Corporation.

**ARTICLE VII**  
**OFFICERS**

The affairs of this corporation shall be managed by the following officers: President, Vice President, Secretary, Treasurer and any such other officer as may be provided in the Bylaws. Officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. The powers, duties and terms of office of all officers and methods of filling vacancies in office shall be as prescribed in the Bylaws.

**ARTICLE VIII**  
**BYLAWS**

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the Board of Directors in the manner set forth in the Bylaws.

**ARTICLE IX**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**


These Articles of Incorporation may be amended only by the approval of a majority of the Board of Directors at the regular annual meeting or at a special meeting called for that purpose as provided by the Bylaws. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

**ARTICLE X**  
**REGISTERED AGENT, REGISTERED OFFICE AND**  
**REGISTERED AGENT ACCEPTANCE**

The name and address of the registered agent of the Corporation is:

Svetlana Ivashchenko  
1750 17th Street, Suite D, Sarasota, FL 34234

*Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.*

  
Svetlana Ivashchenko

**ARTICLE XI**  
**INDEMNIFICATION**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of him or her having served the Corporation at its request, whether or not he or she is a director or officer serving the Corporation at the time the expenses or liabilities are incurred, except when the director or officer serving the Corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being in the best interest of the Corporation. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director or officer serving the Corporation may be entitled.

**ARTICLE XII**  
**DISTRIBUTION UPON DISSOLUTION**

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, the Board of Directors shall, after paying or making provisions for the payment of all debts and liabilities of the Corporation, distribute all the property and assets of the Corporation exclusively for the purposes for which this corporation is organized in such manner, or to such organization(s), fund(s), foundation(s) or corporation(s) organized and operated exclusively for charitable, religious, educational, 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 provision of any future United States Internal Revenue Law) and engaged in supporting the Corporation, as the Board of Directors shall determine, so that the properties and assets of the Corporation shall then be exclusively used for, and devoted to, the purposes of carrying on the objects and work of the Corporation, and if none, for the exclusive use to such organization or organizations organized and operated exclusively for purposes under, and shall at the time qualify as an exempt organization or organizations, Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law). In no way shall any of the assets or property of the Corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to any director, trustee, officer, or private individual, either for the reimbursement of any sums subscribed, donated or contributed by such persons or for any other purposes.

**ARTICLE XIII**  
**AUTHORIZATION**

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Board of Directors.

The foregoing Second Amended and Restated Articles of Incorporation were approved and ratified by the requisite number of votes cast by the Corporation's Board of Directors at a meeting held on April 27, 2023 to be effective April 27, 2023 in accordance with Chapter 617 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Second Amended and Restated Articles of Incorporation in accordance with Chapter 617 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation on behalf of the Corporation effective on this 27 day of April, 2023.

**THE CHILDREN'S GUARDIAN FUND, INC.,**  
a Florida Not for Profit corporation

By: Cynthia M. Craig  
Cynthia Craig, President