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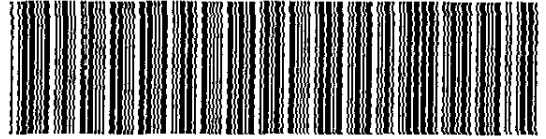
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Amend.  
Jgm  
12/31/03

**COCHRAN LAW, P. A.**

1701 Rogero Road  
Jacksonville, Florida 32211  
(904)743-0057  
(904)743-0818

WILLIAM D. COCHRAN, IV  
Attorney At Law

NORMA E. LYON  
Paralegal

December 10, 2003

Corporation Division  
Secretary of State  
The Capitol  
Tallahassee, FL 32304

RE: Amended Articles of Incorporation  
SAV-A-CHILD, INC.

Dear Secretary:

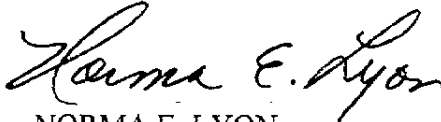
Please find the original and one fully conformed copy of the Amended Articles of Incorporation of SAV-A-CHILD, INC., for filing in the office of the Secretary of State of Florida.

I realize these are not being submitted in the usual format, but we had a professional redo them according to our current needs, which changed every article, and hope this acceptable to you.

Also enclosed is payment in the amount of \$35.00 for the Filing Fee of the Amended Articles.

Please return the Certified Copy of the Amended Articles of Incorporation to the undersigned as soon as possible.

Thank you,

  
NORMA E. LYON

NEL/tbs

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Amended  
Articles of Incorporation  
Of  
SAV-A-CHILD, INC.  
A Non-profit Corporation**

The undersigned acting as the incorporators of a ministry pursuant to chapter 617 of the Florida Statutes, the Florida Not For Profit Act, adopt the following Amended Articles of Incorporation for such ministry.

**Article I. Name**

The name of this ministry is SAV-A-CHILD, INC. of the city of Jacksonville, state of Florida.

**Article II. Purpose**

This ministry is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501© (3) of the Internal Revenue code of 1986 (or corresponding provision of any United States Internal Revenue law for such purposes).

1. To provide counseling, therapy, guidance, and training along with material and spiritual support to the children, families, and extended family members who are referred to us;
2. To identify, catalog, publish and network agencies, religious programs, churches and ministries committed to enhancing the welfare of children and the restoration of Judeau-Christian values;
3. To recruit, refer and place like minded individuals who are willing to assist, serve or contribute to the needs of children and the restoration of Judeau-Christian values;

4. To study the feasibility for developing foster homes, group homes, shelters and any other pertinent programs organized to enhance the welfare of children;
5. To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, property, real or personal, tangible or intangible, or any undivided interest therein, without limitation, and to sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or the income therefrom in such manner as, in the judgment of the Directors, will best promote the purposes of the ministry;
6. Notwithstanding anything to the contrary here contained, this ministry shall have the power to do any and all incidental acts and things and to exercise any and all other powers which a partnership or natural person doing business on a non-profit basis could do or exercise as may be authorized by law, and shall possess such general and additional powers as are conferred by the laws of the state of Florida upon non-profit ministries which are likewise and similarly organized, subject to the provisions of Section 501© (3) of the internal Revenue Code of 1986, as amended; provided, however, that this ministry shall be operated exclusively for the attainment of its stated objectives and shall not carry on any activity not permitted to be carried on by a ministry exempt from federal and state taxation.

### **Article III. Capital Stock**

This ministry is organized upon a nonstock basis, and this ministry shall not issue shares of stock.

### **Article IV. Term of Existence**

The existence of this ministry shall commence as of the date the original Articles of Incorporation were duly filed, and it shall exist perpetually thereafter or until dissolved by due process of law.

#### **Article V. Initial Registered Office and Agent**

The Registered Agent for this ministry duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation at a city of Jacksonville, County of Duval, State of Florida, has named Norma E. Lyon, located at 711 St. Johns Bluff Road North, Jacksonville, Florida, 32225 as it's agent to accept service of process within the State.

#### **Article VI. Board of Directors**

The business affairs of this ministry shall be managed by the Board of Directors. The method of election of directors shall be stated in the Bylaws of the ministry. The ministry shall have a minimum of three directors.

#### **Article VII. Incorporators**

The name and address of the person signing these Articles is:  
Norma E. Lyon  
711 St. Johns Bluff Road North  
Jacksonville, FL 32225

#### **Article VIII. Officers**

The qualifications, rights, privileges, duties, and classifications of the officers of the ministry shall be stated in the Bylaws of the ministry.

#### **Article IX. By-Laws**

Section 1: The Board of Directors of this ministry may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Proper notice, as provided for in Article VI, section 6.2 of said Bylaws of the ministry, is to be made, altered, or rescinded by a majority of the qualified members present and voting at any properly called business meeting of the ministry.

### **Article X. Powers**

Consistent with Section 501© (3) of the Internal Revenue Code of 1986, as amended, and with Florida Statute 617.0302, and at all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this ministry, voluntary or involuntary, or by operation of law:

- A. The ministry shall not possess or exercise any power authority either expressly, by interpretation, or by operation of the law that will or might prevent it at any time qualifying and continuing to qualify as a ministry described in Section 501© (3) of the Internal Revenue Code of 1986, as amended, contributions to which are deductible for Federal Income Tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification;
- B. No part of the assets or net earnings of this ministry shall ever be used, nor shall this ministry ever be organized for the purposes which are not exclusively within the meeting of Section 501© (3) of the Internal Revenue Code of 1954, as amended;
- C. This ministry shall never be operated for the primary purpose of carrying on trade or business for profit;
- D. No substantial part of the activities of this ministry shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene in any matter, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise;

- E. This ministry shall have a racially non-discriminating policy and shall never discriminate against any person or persons upon the basis of race, color, national or ethnic origin. The ministry shall be racially non-discriminatory in the administration of all its policies and programs.
- F. At no time shall this ministry engage in any activity which is unlawful under the laws of the State of Florida, of the United States of America, or any transaction prohibited by the Internal Revenue Code of 1954, as amended;
- G. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator, or any substantial contributor to the ministry unless such payment is permissible as reasonable compensation for services rendered to the ministry and/or as a reasonable allowance for authorized expenditures incurred on behalf of the ministry as set forth in Article II; and no part of the assets or net earnings, current or accumulated, of this ministry shall ever be distributed to or divided among any such person, or inure, to be used for, accrue to or benefit any such person or any private individual;
- H. No solicitation of contributions to this ministry shall be made, and no gift, bequest or devise to the ministry shall be accepted upon any condition or limitation which, in the opinion of the ministry, may cause the ministry to lose its exemption from payment of Federal and/or State Income Taxes;
- I. This ministry may be dissolved only pursuant to the agreement of the Board of Directors. Upon the dissolution or winding up of this ministry, its assets remaining after payment, or provision for payment, or all debts and liabilities of the ministry, shall be distributed to a Not For Profit fund, foundation, or ministry which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 © (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

## **Article XI. Amendments**

Section 1. These Amended Articles may further be amended in the manner provided by law. Every amendment must first be approved by the Board of Directors, when approved by a duly constructed meeting of the members by a majority of these entitled to vote.

Section 2. Amendments may be made at a regular meeting of the membership upon notice given, as provided by Article VII. of the Bylaws of intention to submit such amendments.

## **Article XII. Location**

The location of this ministry is 711 St. Johns Bluff Road North, Jacksonville, Florida, 32225, with a mailing address of P O Box 15197, Jacksonville, Florida, 32239-5197.

## **Article XIII. Indemnification**

### **Section 1: Actions Subject To Indemnification**

The ministry may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals by reason of the fact that the person is or was a director, officer, employee, or agent of the ministry, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding; and if that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the ministry and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The terminations of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the



ministry and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

## **Section 2: Expenses Subject To Indemnification**

To the extent that a director, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she may be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

## **Section 3: Limitations Of Indemnification**

Any indemnification made under this Article, may be made by the ministry only as authorized in the specific case on a determination that indemnification of a director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article. The determination shall be made (a) by a majority vote of a quorum consisting of the directors and officers who were not and are not parties to or threatened with action, suit, or proceeding; or (b) if the described quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion;

## **Section 4: Timing Of Indemnification**

Expenses of each person seeking indemnification under this Article, may be paid by the ministry as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the board of directors in the specific case, on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the amount if it is ultimately determined that he or she is not qualified to be indemnified by the ministry.

## **Section 5: Extent of Indemnification**

The indemnification provided by this Article shall be deemed to be discretionary unless otherwise required as a matter of law or under any agreement or provided by insurance purchased by the ministry, both as to action of each person seeking indemnification under this Article in his

official capacity and as to action in another capacity while holding that office, and may continue as to a person who has ceased to be a director, officer, employee or agent and may inure to the benefit of the heirs, executors, and administrators of that person.


#### **Section 6: Insurance**

The ministry may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the ministry against any liability asserted against him and incurred by him in that capacity, or arising out of his status in that capacity, whether or not the ministry would have the power to indemnify him against liability under the provisions of this Article.

**Article XIV. The Period Of Duration**

The period of duration of the ministry is perpetual unless dissolved according to the law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal, this 4<sup>th</sup> day of December 2003, A.D., for the purpose of perpetuating this ministry under the laws of the State of Florida.

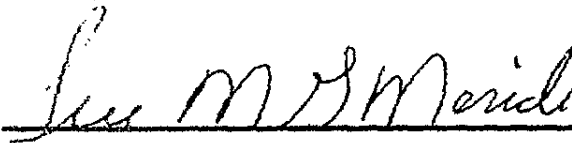
  
Norma E. Lyon

State of Florida

County of Duval

BEFORE ME, a Notary Public duly authorized in the state of Florida and County named above to take oaths and acknowledgements, personally appeared Norma E. Lyon, to me personally known as the person described as subscriber in and who executed the foregoing Amended Articles of Corporation, and who did take an oath before me that they executed and subscribed to these Amended Articles of Corporation.

Notary Public



STATE OF FLORIDA AT LARGE



Sue M G Mericle  
My Commission DD154773  
Expires October 01 2008

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida non-profit corporation, SAV-A-CHILD, INC., has adopted the following Amended Articles of Incorporation:

FIRST: Amendment Adopted:

Complete restructuring of all Articles.

SECOND:

The date of Amendment adoption was December 4, 2003.

THIRD:

Adoption of Amendments:

The amendments were adopted by the incorporator and the members of the Board of Directors.

Signed this 4th day of December, 2003, A. D.

Signature:

  
NORMA E. POWER LYON

(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

NORMA E. POWER LYON

Typed or printed name

Incorporator, Member of Board of Directors  
Title