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Restate Art.

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Broward Cares For Kids Foundation, Inc.

DOCUMENT NUMBER: N04000009560

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

Please return all correspondence concerning this matter to the following:

Peter Greenhough
(Name of Contact Person)

Broward Cares For Kids Foundation, Inc.
(Firm/ Company)

1400 W. Commercial Blvd, #200
(Address)

Fort Lauderdale, FL, 33308
(City/ State and Zip Code)

For further information concerning this matter, please call:

Peter Greenhough at (954) 873-4201
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ $35 Filing Fee ☐ $43.75 Filing Fee & Certificate of Status ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☑ $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 32399

FILED
05 OCT 18 AM 9:
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RESTATED ARTICLES OF INCORPORATION
OF
Broward Cares For Kids Foundation, Inc.

The Board of Directors of the above-named Corporation, pursuant to F.S. 617.1007, hereby amends and restates the Articles of Incorporation of the Corporation filed on October 7, 2004.

The Articles of Incorporation are amended and restated as follows.

ARTICLE I. NAME

The name of the Corporation is Broward Cares For Kids Foundation, Inc..

ARTICLE II. ADDRESS

The street address of the principal office and the mailing address of the Corporation are 1400 West Commercial Blvd, Suit 200 Fort Lauderdale Florida, 33309.

ARTICLE III. DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized as a corporation not for profit, exclusively for charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding section of any successor federal tax laws, including, hut not limited to, the following:

A. To make distributions to organizations that also qualify as Section 501(c)(3) exempt organizations and whose objectives are to serve the needs of abused, neglected or abandoned children in Broward County. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes;

B. To acquire, own, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation;

C. To exercise all powers granted to corporations not for profit under the laws of the State of Florida.

ARTICLE V. LIMTATIONS ON CORPORATE POWER

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, 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.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any subsequent federal tax laws or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any subsequent federal tax laws.

(d) Should the Corporation at any time be considered a "private Foundation, Inc." under Section 509(a) of the Code, the following limitations shall apply:

(i). The Corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(ii). 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.

(iii). 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.

(iv). The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI. MEMBERS

The Corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The Corporation designates 1400 West Commercial Blvd, Fort Lauderdale, Florida 33309 as the street address of the registered office of the Corporation and names ChildNet, Inc as the Corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII. BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time, as provided in the bylaws of the Corporation, but shall never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws of the Corporation.

ARTICLE IX. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described within the meaning of Section 501(c)(3) of the Code, or corresponding section of any subsequent federal tax laws, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall he disposed of by the Circuit Court for the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

ARTICLE X INDEMNIFICATION

(a)The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries or affiliates, to the fullest extent not prohibited by law, for

actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries or affiliates To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b)The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries or affiliates, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries or affiliates. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

* * *

IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Restated Articles of Incorporation and further certifies that the facts stated herein are true and correct

Peter Greenhough
President

Date 12 Oct 2005

SEAL OF THE CORPORATION

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

ChildNet, Inc

By: _____
Peter Greenhough
Vice President Finance/CFO

Dated: October 12, 2005

CORPORATE RESOLUTION

RESOLUTION OF: Broward Cares For Kids Foundation, Inc.

A. In order to comply with IRS regulations it is necessary to include certain wording in the Foundation's Articles of Incorporation.

B. While the necessary wording was included in the Articles of Incorporation originally adopted by the Board of Directors in September 2004, the electronic version of these Articles filed with the State of Florida excluded it.

Now, therefore, it is

Resolved, that the Articles of Incorporation of Broward Cares For Kids Foundation, Inc. shall be restated as shown on the attached document which forms part of this Resolution, and that the President be directed to file an original copy of these Restated Articles of Incorporation, with Division of Corporations of the State of Florida

Certificate: I hereby certify that the foregoing is a true and correct copy of a Resolution duly passed at a special meeting of the Directors of Broward cares For Kids Foundation, Inc. held on the 11th day of October, 2005, and that the said Resolution is now in full force and effect.

PETER GREENHOUGH (Print Name) PRESIDENT (Title) (Signature)

Further **resolved**, that the amendments set forth above are adopted and approved.

WITNESS my hand and seal of the Company this 12th day of October, 2005.

(corporate seal)