

Division of Corporations

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703423

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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

THE CHILDREN'S HOME, INCORPORATED

EFFECTIVE DATE
12-31-03

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Amended & Restated with N/C

T BROWN DEC 31 2003



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 29, 2003

THE CHILDREN'S HOME, INCORPORATED
10909 MEMORIAL HWY
TAMPA, FL 33615-2599US

SUBJECT: THE CHILDREN'S HOME, INCORPORATED
REF: 703423

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Document Specialist

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12-31-03

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
THE CHILDREN'S HOME, INCORPORATED**

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SECRETARY OF STATE

The Children's Home, Incorporated (the "Corporation"), a corporation organized and existing under chapter 617, Florida Statutes entitled "Florida Not For Profit Corporation Act" (the "Act"), does hereby certify:

The Corporation, pursuant to the provisions of Florida Statute Section 617.1006 entitled "Contents of Articles of Amendment" and Florida Statute Section 617.1007 entitled "Restated Articles of Incorporation" of the Act, hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles"), which Amended and Restated Articles amend and accurately restate and integrate the Articles of Incorporation of the Corporation filed on January 9, 1962, and all amendments thereto that are in effect to date.

The amendments made by these Restated Articles have been effected in conformity with the provisions of the Act, were duly approved and adopted at a joint meeting of the Corporation's Board of Directors and members on December 9, 2003, and the vote cast for the amendments contained herein by each of the Board of Directors and the members was sufficient for approval of such amendments by each of the Board of Directors and the members.

The Restated Articles shall be filed with the Florida Department of State at any time after such approval with an effective date of December 31, 2003 (the "Effective Date").

The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by these Amended and Restated Articles, upon the Effective Date, as follows:

ARTICLE I - NAME

1.1 Name. The name of the Corporation is "The Children's Home, Inc."

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

2.1 Place Of Business. The principal place of business and the mailing address of the Corporation are:

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10909 MEMORIAL HIGHWAY
TAMPA, FL 33615-2599

ARTICLE III - PURPOSE

3.1 Purpose. The purposes for which the Corporation is organized are to operate exclusively for charitable, religious, scientific, literary, or educational purposes, including providing or arranging for services for at-risk, abused, neglected and abandoned children and providing or arranging for services for at-risk families and for the purpose of accomplishing the same, to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

3.2 No Investment Or Distribution. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributed to, any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No member, officer, director or employee shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation.

3.3 No Political Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3.4 Not For Profit. The Corporation is organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Sections 501(c)(3) of the Code. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. In the event the Corporation at any time is

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determined to be a private foundation as defined in Section 509(a) of the Code, the income of the corporation for each taxable year to which such determination applies shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and during each taxable year to which such determination applies, the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in Sections 4941(d), 4943(c) and 4945(d) of the Code, respectively, or make any investments in such manner as to subject it to tax under Section 4944 of the Code.

3.5 No Prohibited Activities. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

3.6 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such qualified organization or organizations whose only member is The Children's Home Community, Inc., a Florida not-for-profit corporation (EIN: 20-0037972), if it is then a "qualified organization" (as defined), or to such qualified organization or organizations organized and operated exclusively for charitable, educational, religious, literary 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 provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine, provided that no assets shall be distributed to any organization which is not at that time a "qualified organization" (as defined). Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such qualified organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes. For purposes of these Articles, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

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ARTICLE IV - REGISTERED AGENT AND STREET ADDRESS

4.1 Registered Agent. The name and the street address of the registered agent are:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE V - BOARD OF DIRECTORS

5.1 Board Of Directors. The number of directors constituting the Board of Directors and the manner in which directors are elected or appointed shall be as provided in the Bylaws of the Corporation; provided, however, that there shall never be less than FIFTEEN (15) directors nor more than THIRTY-NINE (39) directors.

ARTICLE VI - DURATION

6.1 Duration. This Corporation shall have perpetual existence.

ARTICLE VII - MEMBERS

7.1 Number Of Members. The Corporation shall have only ONE (1) member ("Member").

7.2 Membership Certificates. No membership certificates shall be issued to the Member.

7.3 Termination. The Corporation cannot terminate the membership.

7.4 Transferability. The Member cannot transfer its membership in the Corporation without amendment to these Articles of Incorporation.

7.5 Voting. The Corporation shall have only ONE (1) class of membership issued and outstanding, and this membership class shall have all voting power to elect directors.

7.6 Name Of Member. The sole Member of the Corporation shall be The Children's Home Community, Inc., a Florida not-for-profit corporation organized as of December 8, 2003 (the "Sole Member").

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7.7 Reservation of Rights to Member. The advance approval of the Sole Member shall be required for each of the following actions by the Corporation:

- a. Amendment of the Corporation's Articles of Incorporation and Bylaws;
- b. Changes to the mission statement of the Corporation;
- c. Changes to the fiscal year of the Corporation;
- d. The Corporation's annual capital and operating budgets;
- e. The strategic plan and fund raising campaigns of the Corporation;
- f. The merger, consolidation, dissolution or joint venture of the Corporation;
- g. The sale or other transfer of substantially all of the assets of the Corporation or any other change causing a fundamental reorganization of the Corporation;
- h. The purchase of an asset with a price of more than FIFTY THOUSAND DOLLARS (\$50,000) if such purchase is not included in the annual capital or operating budget;
- i. The sale or disposition of any asset with a value of more than FIFTY THOUSAND DOLLARS (\$50,000);
- j. Entering into a contract which will require the expenditure by the Corporation of more than FIFTY THOUSAND DOLLARS (\$50,000) in any TWELVE (12) month period if such expenses are not included in the annual capital or operating budget;
- k. Policies applicable to all employees;
- l. Documents reflecting the philosophy, purposes, programs and services of the Corporation;
- m. Establishment of affiliates or subsidiaries of the Corporation; and
- n. Incurrence of indebtedness of more than FIFTY THOUSAND DOLLARS (\$50,000) if such debt is not included in the annual capital or operating budget.

ARTICLE VIII- GENERAL PROVISIONS

8.1 Bylaws. The Bylaws of the Corporation are to be amended and restated and adopted jointly by the Board of Directors and the Sole Member, and may be altered, amended or rescinded as provided therein, subject to the approval of the Sole Member.

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8.2 Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them by a vote of TWO-THIRDS (2/3) of the Directors then serving on the Board of Directors and the approval of the Sole Member.

8.3 Indemnification and Immunity from Civil Liability. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the fullest extent provided under Florida Statutes Chapter 617 and other similar laws.

The undersigned, as the duly authorized President/CEO of the Corporation, has executed these Amended and Restated Articles Of Incorporation this ____ day of December, 2003.

THE CHILDREN'S HOME, INCORPORATED

By: 
GERARD H. VENEMAN, President/CEO

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REGISTERED AGENT/REGISTERED OFFICE

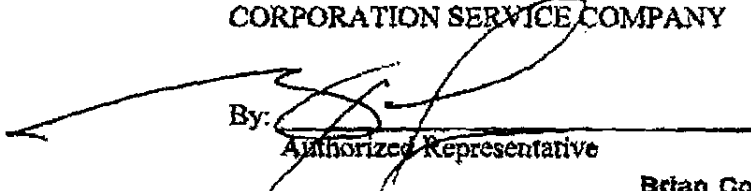
Pursuant to the provisions of Sections 607-0501 and 617, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is *The Children's Home, Incorporated.*
2. The name and address of the registered agent and office are:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

CORPORATION SERVICE COMPANY

By: 

Authorized Representative

Date: December 29, 2003

Brian Courtney
Asst. V. Pres.