

703702

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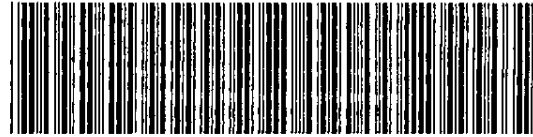
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TBrown 4-1-11

CAPLAN LAW FIRM, P.A.

6260 Dupont Station Court, Suite C
Jacksonville, Florida 32217
(904) 256-3333 Telephone
(904) 256-0051 Facsimile
E-mail: howard@caplawfirm.com
www.caplawfirm.com

March 14, 2011

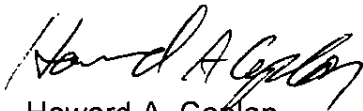
Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Second Amended and Restated Articles of Incorporation of Jewish Family and Community Services, Inc. a Florida Not For Profit Corporation.

Please note that the registered agent is continuing in that capacity at the same registered office. Also, enclosed is a check for the appropriate filing fee.

Sincerely,



Howard A. Caplan

HAC/mt
enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 21, 2011

HOWARD A CAPLAN
CAPLAN LAW FIRM, P.A.
6260 DUPONT STATION CT STE C
JACKSONVILLE, FL 32217

SUBJECT: JEWISH FAMILY AND COMMUNITY SERVICES, INC.
Ref. Number: 703702

We have received your document for JEWISH FAMILY AND COMMUNITY SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for 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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 111A00006766

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
JEWISH FAMILY AND COMMUNITY SERVICES, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
2011 MAR 31 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this Corporation is Jewish Family and Community Services, Inc. The principal office and the mailing address of the Corporation is 6261 Dupont Station Court East, Jacksonville, Florida 32217.

ARTICLE II

CORPORATE NATURE

The Corporation is a not for profit corporation, organized solely for educational, religious, and charitable purposes under the Florida Not for Profit Corporations Act (the "Act").

ARTICLE III

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this Corporation is formed are.

A. To strengthen the entire community by providing family and individual social services in the Jewish tradition of helping people help themselves.

B. To collect, receive, accept, hold, invest, and accumulate monies, securities, lands, buildings, and property of all kinds for the general uses of the Corporation, and to expend the funds in its hands from time to time in carrying out the purposes.

C. To engage solely in religious, charitable, and educational pursuits, including the distribution of funds received and collected to or for the use of the following:

- (1) To further those goals as set forth in this Article IV;
- (2) To the United States, any State, Territory, or any political subdivision, or the District of Columbia, or any possession of the United States, for exclusively public purposes; and

- (3) To other corporations, trusts, community chests, funds or foundations which qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the ACode@).

D. To operate as a nonprofit corporation exclusively for religious, charitable, or educational purposes, no part of the net earnings of which inures to the benefit of any private member or disqualified individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which does not participate in or intervene in any manner whatsoever in any political campaign on behalf of any candidate for public office.

E. Exclusively for the furtherance of the purposes set forth, the Corporation has the power to purchase and otherwise acquire, lease, assign, mortgage, pledge, or otherwise dispose of property of any nature or description, to borrow or solicit for the furtherance of its purposes, and to do any other acts or things necessary and proper to effectuate the aforesaid purposes or any of them which would not violate its status under 501(c)(3) of the Code.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation will be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation will be a minimum of fifteen (15) persons. The number of Directors may be increased or decreased in accordance with the Bylaws so long as the number will not be less than three (3) persons. The duties of the Directors will be set forth in the Bylaws of the Corporation.

The Board of Directors will be elected in the manner set forth in the Bylaws.

Directors will serve the length of term as set forth in the Bylaws. Annual meetings of the Board of Directors will be held in June of each year, or at such other time as the Board of Directors may designate.

B. Corporate Officers. The Board of Directors will elect the following officers: President, Secretary, Treasurer, and other officers authorized in the Bylaws. The officers will be elected at the annual meeting of the Board of Directors.

ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation will 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.

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

C. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this Corporation will not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the Assets of the Corporation exclusively for the purposes of the Corporation in a manner, or to an organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes and qualifying as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). It is anticipated that all of the available assets will be transferred to the Jewish Federations of Jacksonville or its successor so that all of the assets will be used in the northeast Florida area. Any assets not so disposed of will be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for purposes or to an organization or organizations as the court determines that are organized and operated exclusively for similar charitable purposes.

ARTICLE VIII MEMBERSHIP

The Corporation will not have members.

ARTICLE IX INCORPORATORS

The names and locations of the original Incorporators were:

<u>Name</u>	<u>Address</u>
David Davis	Jacksonville, Florida
Julius Hirschberg	Jacksonville, Florida
Neal Finkelstein	Jacksonville, Florida
Simon Benjamin	Jacksonville, Florida
Marcus Endel	Jacksonville, Florida
A. B. Weil	Jacksonville, Florida
Joel Richards	Jacksonville, Florida
Mrs. A. S. Berlack	Jacksonville, Florida
I. L. Kaplan	Jacksonville, Florida
Henry Herzenberg	Jacksonville, Florida

ARTICLE X
REGISTERED AGENT

The registered office for the Corporation is Belfort Road South Professional Park, 5150 Belfort Road, Building 101, Jacksonville, Florida 32256-6010 and the registered agent at the office is Lawrence V. Ansbacher.

ARTICLE XI
AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Act, concerning corporate action that must be authorized or approved by the Corporation, the Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by a resolution of the Board of Directors.

ARTICLE XII
DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to religious, educational, and charitable purposes, and no part of the net income or assets of the Corporation will ever inure to the benefit of any director or officer.

ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be by a resolution adopted by the Board of Directors.

Executed by the undersigned this 9 day of February, 2011.

JEWISH FAMILY AND COMMUNITY SERVICES, INC.

By: Howard A. Caplan
Howard A. Caplan, President

MEMORANDUM OF JEWISH FAMILY AND COMMUNITY SERVICES, INC.
BOARD OF DIRECTORS MEETING

FEBRUARY 9, 2011

A quorum of Directors was present at the meeting.

One of the motions made to the Board was to accept the Second Amended and Restated Articles of Incorporation of Jewish Family and Community Services, Inc. The motion passed unanimously.

The restatement was adopted by the Board of Directors and does not contain any amendments requiring member approval.

Dated this 28th day of March, 2011.



Ellen Rosner, Secretary