

707262

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

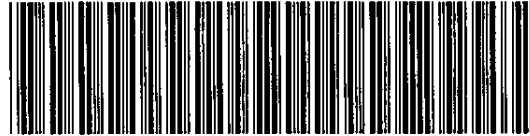
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



000274275580

07/20/15--01020--009 \*\*52.50

JUL 21 2014

C. CARROTHERS

2015 JUL 20 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Children's Home Society of Florida

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed *Amended and Restated Articles of Incorporation* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Frank Gonzalez, Esq.

\_\_\_\_\_  
(Name of Contact Person)

The Children's Home Society of Florida

\_\_\_\_\_  
(Firm/ Company)

1485 S Semoran Blvd., Suite 1448

\_\_\_\_\_  
(Address)

Winter Park, FL 32792

\_\_\_\_\_  
(City/ State and Zip Code)

frank.gonzalez@chsfl.org

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Frank Gonzalez

321

397-0047

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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 32301

No effort on behalf of  
children is ever wasted. 99



Embracing Children.  
Inspiring Lives.

July 16, 2015

Michael J. Shaver  
President/CEO  
Shelley Katz  
Secretary/COO  
Robert J. Wydra, Jr.  
Treasurer/CFO  
Frank D. Gonzalez, Esq.  
General Counsel

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Board of Directors**

Charles L. Cromer  
Chair  
Valerie Seidel  
Vice Chair

Richard Adams  
Alfredo Aguirre  
Samuel P. Bell, III  
Dr. Jacqueline Chang  
Dan DiGiacomo  
Kent Guinn  
Frank Gulisano  
Eric Jackson  
Nancy C. Kline  
Laura Kolkman  
Larisa F. Perry  
Cindy Pullen  
Katrina Rolle  
Jalal "Jay" Shehadeh  
Miguel Viyella

Re: The Children's Home Society of Florida

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Incorporation of The Children's Home Society of Florida, for filing in your usual manner. I have enclosed a check in the amount of \$52.50 for the filing fee and I am requesting that you return a certified copy of the Amended Articles to me in the enclosed self addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,

*Frank D. Gonzalez*  
Frank D. Gonzalez, Esq. *kmg*  
General Counsel

FDG/kml  
Enclosure

**Corporate Office**

1485 S. Semoran Boulevard  
Suite 1448  
Winter Park, Florida 32792  
Phone: 321.397.3000  
Fax: 321.397.3022  
www.chsfl.org



AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE CHILDREN'S HOME SOCIETY OF FLORIDA  
A Corporation Not For Profit

FILED  
2015 JUL 20 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1.1 The name of the corporation (which is hereinafter sometimes called  
"Corporation") is:

THE CHILDREN'S HOME SOCIETY OF FLORIDA,  
Whose address is

1485 South Semoran Boulevard  
Suite 1448  
Winter Park, Florida 32792

The principal office of the Corporation shall be in Orange County, Florida, with  
offices at such other places in Florida as may be deemed necessary by the Corporation to  
carry out its purposes.

1.2 The general nature of the objects of the Corporation, and the purposes for which  
the Corporation is organized, and the objects to be carried on and performed by it, are as  
follows:

- (1) (a) To provide social services to children and parents in the State of Florida  
and engage in services and activities related thereto and to provide social  
services to the community where such services are needed and are  
authorized by the State Board of Directors; and
- (b) To receive from persons, firms and corporations, by way of gift, donation,  
devise or bequest, or, in any other manner, charitable donations and  
contributions of monies, stocks, bonds, mortgages, notes and other

securities of all kinds and descriptions, real estate, buildings, and all other kinds of property, real, personal or mixed, of whatsoever nature; and

- (c) To hold and manage all such property coming into its hands, and to invest and reinvest the proceeds thereof, and to collect the income and profits therefrom arising, and to use, expend, pay out, disburse, donate, assign, transfer and otherwise dispose of said property or the income therefrom arising.

- (2) Exclusively in the furtherance of the above purposes, said Corporation shall have the following powers:

- (a) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade-names, trade-marks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights, and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder;
- (b) To subscribe or cause to be subscribed to and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or associate, now or hereafter existing, and whether created by or under the laws of the State of Florida or otherwise, and while owner of any of said shares of capital stock or bonds, or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time in the same extent as natural persons might or could do;

- (c) To borrow or solicit money for furtherance of the corporate purposes;

- (d) In the event that any gift, conveyance, transfer, settlement, devise or bequest is made for a designated restricted purpose, and if such restricted purpose is within the purview of the corporate powers herein, the Board of Directors may accept and expend such funds or property for the designated purposes. However, the Corporation reserves the right to decline any gift, conveyance, transfer, settlement, devise or other bequest that the Corporation deems inappropriate or undesirable for any reason;
- (e) To purchase, sell, mortgage, lease, improve and deal in real estate and personal property wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of any kind and description;
- (f) To do all other acts and things which may, in the discretion of the Board of Directors be calculated to further the above purposes, and to that end to organize and maintain other charitable, religious or educational institutions or agencies; provided, however, that no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and provided further that the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; and
- (g) To have and exercise any and all corporate powers granted by the laws of Florida, including, but not limited to, those stated in section 617.0302, Florida Statutes.

1.3 The qualification of board members and the manner of their admission are as shall be provided by the By-laws of the Corporation.

1.4 The term for which the Corporation is to exist shall be perpetual.

1.5 The affairs of the Corporation are to be managed by a Board of Directors consisting of not less than fifteen (15) members and not more than twenty-four (24) voting members, who shall be appointed as set forth in the By Laws of The Children's Home Society of Florida. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

1.6 The officers of the Corporation shall be as set forth in the By Laws of The Children's Home Society of Florida.

1.7. The By-laws of the Corporation are to be made, altered, or rescinded by the Board of Directors.

1.8 The Corporation shall indemnify its officers, directors, managers, trustees, employees and agents to the fullest extent permitted by Sections 617.0831 and 607.0850, Florida Statutes, and any other provisions of law which may be applicable, as such statutory sections and provisions of law may be amended from time to time.

1. 9 Amendments to these Articles of Incorporation shall be subject to adoption by the Board of Directors at any special, regular or annual meeting of the Board of Directors. Written notice of any proposed amendment shall be given to the members of the Board of Directors at least twenty days prior to any such special, regular or annual meeting of the Board of Directors. A two-thirds majority of all directors then holding office shall be necessary to adopt any amendment to these Articles of Incorporation.

1. 10 In the event of the dissolution of the Corporation all of its assets remaining after payment of costs of such dissolution shall be distributed to organizations exempt from federal income tax under the provisions of 1954 Internal Revenue Code section 501(c) 3 as they now exist or may hereafter be amended, changed, modified or supplemented, and

none of the assets will be distributed to any member, officer or director of the Corporation.

1.11 ADOPTION: The Articles of Incorporation have been amended previously from time to time with the most recent amendment taking place on November 7, 2003. The foregoing Amended and Restated Articles of Incorporation of The Children's Home Society of Florida were adopted on June 19, 2015 by the Board of Directors of the Corporation in the manner provided by Article 1.9

1.12 REGISTERED AGENT AND OFFICE: The address of the registered office of the Corporation is 1485 South Semoran Boulevard, Suite 1448, Winter Park, Florida 32792, and the name of the registered agent at such address is Frank D. Gonzalez, Esq.

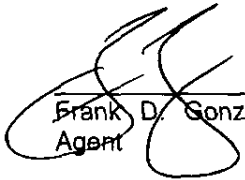
**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
THE CHILDREN'S HOME SOCIETY OF FLORIDA**

The undersigned, having been designated as the Registered Agent for the service of process within the State of Florida upon The Children's Home Society of Florida, a corporation not for profit organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1485 S. Semoran Boulevard, Suite 1448, Winter Park, Florida 32792.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand at Winter Park, Orange County, Florida, on this 19<sup>th</sup> day of

June, 2015.



  
Frank D. Gonzalez, Esq., Registered  
Agent

1. 13. AFFIDAVIT

The undersigned President/CEO and Secretary of The Children's Home Society of Florida, a Florida corporation not for profit, do hereby further certify that the foregoing is a true and correct copy of the Amended and Restated Articles of Incorporation of The Children's Home Society of Florida duly approved by the Board of Directors of said Corporation after due notice, a quorum being present, on the 19<sup>th</sup> day of June, 2015.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of said Corporation, this 19<sup>th</sup> day of June, 2015.

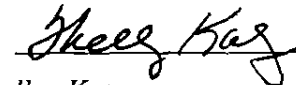
THE CHILDREN'S HOME SOCIETY OF FLORIDA

By

  
Michael J. Shaver

President and CEO

Attest:

  
Shelley Katz

Secretary

(CORPORATE SEAL)



STATE OF FLORIDA

: SS.

COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Michael J. Shaver and Shelley Katz, respectively, to me well known and known to me to be the President and CEO and Secretary, respectively, of The Children's Home Society of Florida and

acknowledged they executed the foregoing Amended and Restated Articles of Incorporation of The Children's Home Society of Florida, a corporation not for profit, as such officer, for and on behalf of said corporation, after having been duly authorized to do so, and each verified that the foregoing statements are true and correct.

WITNESS my hand and official seal in the County and State aforesaid, this 19<sup>th</sup> day of June, 2015.

Ann Marie Furie

Notary Public, State of Florida at Large.

My Commission expires 4/19/17