



EPISCOPAL CHILDREN'S SERVICES

Affiliated with the Episcopal Diocese of Florida

710640

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Susan Wilkinson, Ed.D.
Executive Director

June 9, 1997

The Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399-0810

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*****87.50 *****87.50

Re: Restated Articles of Incorporation
Episcopal Children's Services, Inc.

Dear Madame:

We are enclosing an original and a copy of the Articles of Restatement for the above named non-profit corporation. In addition, a check in the amount of \$87.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Total	\$87.50

Please file the original of the enclosed Articles of Restatement and return a certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,


Susan Wilkinson, Ed.D.
Executive Director

Enclosures

Mission

To provide the recognized highest quality child care and family support services



RESTATEMENT OF
ARTICLES OF INCORPORATION
EPISCOPAL CHILDREN'S SERVICES, INC.
(A CORPORATION NOT FOR PROFIT)

AMENDED
ARTICLE I
NAME

The name and mailing address of the Corporation is:

Episcopal Children's Services, Inc.
4070 Boulevard Center Drive
Suite 200
Jacksonville, Florida 32207

AMENDED
ARTICLE II
PURPOSE

To provide the recognized highest quality child care and family support services.

AMENDED
ARTICLE III
MEMBERS

The Board of Trustees shall constitute the membership of the Corporation.

AMENDED
ARTICLE IV
DURATION

The Corporation shall have perpetual existence.

AMENDED
ARTICLE V
INCORPORATOR

The Incorporators of this Corporation formerly known as subscribers to the Certificate of Incorporation were:

The Right Reverend Hamilton West
325 Market Street
Jacksonville, Florida 32202

The Reverend Judson T. Mayfield
1912 Laura Street
Jacksonville, Florida 32206

Mr. Charles M. Wells, Jr.
P.O. Box 389
Jacksonville, Florida 32201

**AMENDED
ARTICLE VI
BOARD OF TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees, the composition, election, and duties of which shall be as set forth in the By-Laws of the Corporation.

**AMENDED
ARTICLE VII
REGISTERED AGENT**

The street address of the Corporation's registered agent and the name of the registered agent at that address is:

Susan Wilkinson
4070 Boulevard Center Drive
Suite 200
Jacksonville, Florida 32207

**AMENDED
ARTICLE VIII
PLAN OF DISSOLUTION**

A. Upon dissolution of the Corporation, all liabilities and obligations of the Corporation shall be paid and discharged or adequate provisions shall be made for payment or discharge.

B. All assets held by the Corporation which request their return, transfer or conveyance upon dissolution, shall be returned, transferred or conveyed in accordance with applicable requirements.

C. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954.

D. Any remaining assets shall be distributed to such non-profit trusts, societies, organizations, non-profit corporations, or to The Episcopal Diocese of Florida for use in activities substantially similar to those of the Corporation.

E. At the time of its dissolution, none of the Corporation's assets shall be distributed to any current or former Officer or Trustee, or to any other person, whether or not connected with the Corporation at the time of its dissolution.

**AMENDED
ARTICLE IX
AMENDMENTS**

The Articles of Incorporation may be amended by a three-fourths vote of the Trustees at an annual meeting of the Board of Trustees or at any other meeting of the Board of Trustees called for the purpose of amending the Articles if a quorum as set forth in the By-Laws is present.

SIGNED this 4th day June, 1997.



PRESIDENT
BOARD OF TRUSTEES

ARTICLES OF RESTATEMENT
OF
EPISCOPAL CHILDREN'S SERVICES, INC.
(A CORPORATION NOT FOR PROFIT)

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned corporation adopts the following articles of restatement.

- FIRST: The Restated and Amended Articles of Incorporation are attached which supersede the original Articles of Incorporation and all amendments to them.
- SECOND: The date of adoption of the Restated Articles of Incorporation was May 28, 1997.
- THIRD: The Restated and Amended Articles of Incorporation were adopted by the members and the number of votes cast for the restatement and amendment were sufficient for approval.

SIGNED this 4th day June, 1997.

EPISCOPAL CHILDREN'S SERVICES, INC.

BY

Ann Brodt

Ann Brodt
President
Board of Trustees