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Division of Corporations

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From:

Account Name : SMITH HULSEY & BUSBY
Account Number : 075030000653
Phone : (904) 359-7700
Fax Number : (904) 359-7712

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09 MAY -5 PM 4:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

EPISCOPAL CHILDREN'S SERVICES, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EPISCOPAL CHILDREN'S SERVICES, INC.**

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MAY -5 PM 4:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A. The name of this Corporation is Episcopal Children's Services, Inc.

B. Amendments to the Amended and Restated Articles of Incorporation were adopted on April 11, 2009 by the Board of Trustees of this Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (2008), to amend the provisions of Articles I, II and VIII to (i) change the principal place of business and mailing addresses of the Corporation, (ii) further define the general purposes of the Corporation (iii) change the registered agent, and (iv) update the Internal Revenue Code reference in paragraph C of Article VIII as follows:

**"ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The name and principal place of business and street address of the Corporation shall be Episcopal Children's Services, Inc., 100 Bell Tel Way, Suite 100, Jacksonville Florida 32216."

**"ARTICLE II
GENERAL PURPOSES OF THE CORPORATION**

The purposes for which the Corporation is formed are all purposes permitted by Section 617, Florida Statutes, including but not limited to the following purposes:

(a) To exist and operate solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual.

(b) To operate without regard to race, creed, age, sex, religion or national origin.

(c) To provide the highest quality child care and family support services in Jacksonville, Florida and its surrounding communities.

(d) To carry out its functions such that no substantial part of this Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office."

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**"ARTICLE VII
REGISTERED AGENT**

The street address of the registered office of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its registered agent at such address is Smith Hulsey & Busey."

**"ARTICLE VIII
DISSOLUTION ON LIQUIDATION**

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 or exemption under Section 501(c) (3) of the Internal Revenue Code of 1986."

There are no other amendments to the Amended and Restated Articles of Incorporation, except as stated above.

C. The Members of this Corporation were not entitled to vote on the amendments.

D. The Articles of Amendment and Restatement of the Amended and Restated Articles of Incorporation, as set forth below, supersede the original Amended and Restated Articles of Incorporation and all amendments to them.

E. The Board of Trustees of this Corporation have approved the amendment and restatement of the Amended and Restated Articles of Incorporation, as follows:

**"ARTICLES OF AMENDMENT AND RESTATEMENT OF THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EPISCOPAL CHILDREN'S SERVICES, INC.**

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The name of the Corporation shall be Episcopal Children's Services, Inc.

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**ARTICLE II
GENERAL PURPOSES OF THE CORPORATION**

The purposes for which the Corporation is formed are all purposes permitted by Section 617, Florida Statutes, including but not limited to the following purposes:

(a) To exist and operate solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

(b) To operate without regard to race, creed, age, sex, religion or national origin.

(c) To provide the highest quality child care and family support services in Jacksonville, Florida and its surrounding communities.

(d) To carry out its functions such that no substantial part of this Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE III
MEMBERS**

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

**ARTICLE IV
DURATION**

The Corporation shall have perpetual existence.

**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

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

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

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 set forth in the By-Laws of the Corporation.

ARTICLE VII REGISTERED AGENT

The street address of the initial registered office of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Smith Hulsey & Busey.

ARTICLE VIII DISSOLUTION ON LIQUIDATION

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 or exemption under Section 501(c) (3) of the Internal Revenue Code of 1986.

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.

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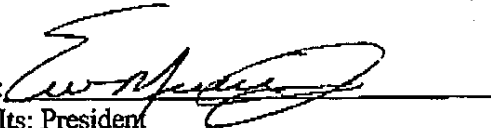
E. At the time of its dissolution, none of the Corporation's assets shall be distributed to any current or former Officer or Trustee, or to any other person, whether or not connected with the Corporation at the time of its dissolution.

**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."

IN WITNESS WHEREOF, EPISCOPAL CHILDREN'S SERVICES, INC. has caused these Articles of Amendment and Restatement to the Amended and Restated Articles of Incorporation to be signed in its name by its President this 16 day of April, 2009.

EPISCOPAL CHILDREN'S SERVICES, INC.

By: 

Its: President

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