

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
EPISCOPAL CHILDREN'S SERVICES, INC.**

Certificate of Status	0
Certified Copy	0
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JUN 16 2021

**S. PRATHER**

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**ARTICLES OF AMENDMENT AND RESTATEMENT OF THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
EPISCOPAL CHILDREN'S SERVICES, INC.  
A Not-For-Profit Corporation**

FILED  
2021 JUN 15 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. The name of this Corporation is Episcopal Children's Services, Inc. (the "Corporation").

B. The Articles of Incorporation were first filed with the Florida Secretary of State on March 31, 1966, and assigned Florida Document Number 710640. The Articles of Incorporation were last amended and restated on May 5, 2009.

C. The Corporation does not have any members. The Board of Trustees of the Corporation approved the following Amended and Restated Articles of Incorporation on April 28, 2021, in accordance with the provisions of Sections 617.1002 and 617.1007, Florida Statutes, in order to revise paragraph (c) of Article II.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
EPISCOPAL CHILDREN'S SERVICES, INC.**

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the Corporation is Episcopal Children's Services, Inc. The street address and mailing address of the Corporation's principal office are 8443 Baymeadows Road, Suite 1, Jacksonville, FL 32256.

**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:

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(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 Northeast and Central 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 registered agent for the Corporation is Smith Hulsey & Busey, Professional Association. The registered office of the Corporation is One Independent Drive, Suite 3300, Jacksonville, Florida 32202.

#### **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.

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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.

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 11 day of May, 2021.

EPISCOPAL CHILDREN'S SERVICES, INC.

By: Vicki L Adam  
Its: President

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, Episcopal Children's Services, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Episcopal Children's Services, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, Professional Association, One Independent Drive, Suite 3300, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION, FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

**SMITH HULSEY & BUSEY, PROFESSIONAL  
ASSOCIATION**

By:   
Name: Stephen D. Moore, Jr.  
Title: Vice President

Date: June 15, 2021

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TALLAHASSEE, FLORIDA