

737449

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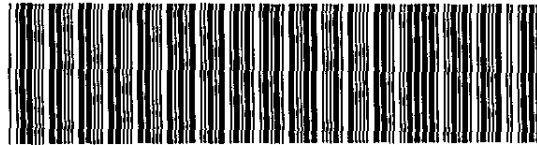
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 101210 7199111

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 43.75

ORDER DATE : December 22, 2004

ORDER TIME : 11:01 AM

ORDER NO. : 101210-005

CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq
Seth E. Ellis, P.a.
Suite 190
2385 Executive Center Drive
Boca Raton, FL 33431

DOMESTIC AMENDMENT FILING

NAME: THE HAVEN, INC.

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood

Secretary of State

December 22, 2004

CSC
ATTN: HEATHER
TALLAHASSEE, FL

SUBJECT: THE HAVEN, INC.
Ref. Number: 737449

We have received your document for THE HAVEN, INC. and the authorization to debit your account in the amount of \$25. However, the document has not been filed and is being returned for the following: 25

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 404A00071066



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 30, 2004

CSC
ATTN: HEATHER
TALLAHASSEE, FL

RESUBMIT

SUBJECT: THE HAVEN, INC.
Ref. Number: 737449

We have received your document for THE HAVEN, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 604A00072032

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE HAVEN, INC.,
a Not For Profit Corporation

1. Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is **THE HAVEN, INC.**

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 7th day of December, 1976.

ARTICLE III
Purpose

The purposes for which the corporation is organized are:

a. To provide a safe and stable residence for children who have been victims of abuse, neglect or abandonment. **THE HAVEN, INC.** will offer the loving environment and structure necessary to foster the development of self-esteem and independence while teaching children the skills necessary to survive as responsible members of society. All staff and volunteers of **THE HAVEN, INC.** recognize the purpose set forth above and have agreed to support such purpose and remain loyal to such goals.

b. This corporation is organized and shall operate exclusively for charitable and education purposes. This corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational and charitable. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

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TALLAHASSEE, FLORIDA

c. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- (1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
- (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
- (5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and
- (6) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and
- (7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

d. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Sections 501(c)(3), 2055(a), 2522(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

e. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code Sections 501(c)(3), 2055(a), 2522(a) and 170(c) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

f. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

g. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code Sections 501(c)(3), 2055(a), 2522(a) and 170(c) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving this corporation.

ARTICLE IV
Board of Directors

This corporation shall have a minimum of sixteen (16) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than sixteen (16). The manner in which the Directors shall be elected shall be set forth in the By-laws of this corporation. The names and addresses of the current directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Anthony Altman	3895 NW 53 rd Street Boca Raton FL 33496
Jamie Danburg	7700 Congress Ave. #3100 Boca Raton FL 33487
Michael Daszkai	860 SW 16 th Street Boca Raton FL 33486
Seth E. Ellis	99 SE Mizner Blvd, Unit 827 Boca Raton FL 33432
Roger Kalina	2401 NW Boca Raton Blvd, Boca Raton FL 33431
Matthew Kutcher	1837 Magliano Drive Boynton Beach FL 33436
Paul Mack	1900 NW Corporate Blvd. #111 Boca Raton FL 33431
Marc Malaga	1250 Spanish River Road Boca Raton FL 33432
Winsome Reid	18324 103 rd Trail South Boca Raton FL 33498
Mark Rixon	23342 Water Circle Boca Raton FL 33486
Maurice Schwarz	550 SE Mizner Blvd. #503B Boca Raton FL 33432
John Shullman	6931 E. Cypress Head Drive Parkland FL 33067
Barbara Snyder	17288 Hampton Blvd. Boca Raton FL 33496
Barbara Sosnowitz	7761 Villa d'Este Way Delray Beach FL 33446
Tony Stromberg	23047 L'Hermitage Circle Boca Raton FL 33433
Gerald Thornton	19561 Dinner Key Drive Boca Raton FL 33498
Roxanna Trinko	1455 NE 5 th Avenue Boca Raton FL 33432

ARTICLE V
Non-Stock Basis

This corporation is organized under a non-stock basis.

ARTICLE VI
Disposition of Assets on Dissolution

In the event of dissolution, the residual assets of this corporation shall be turned over to one or more charitable organizations which themselves are exempt as organizations described in Code Sections 501(c)(3), 2522(a) 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law) as determined by the then acting Board of Directors.

ARTICLE VII
Prohibited Transactions

Reference in this Article to a Code section shall also include any corresponding provisions of succeeding law and the Treasury Regulations thereunder.

This corporation shall not exercise in any manner or for any purpose any power of authority granted herein which may jeopardize the status of this corporation as an exempt organization under Code Section 501(c)(3).

ARTICLE VIII
Principal Office; Registered Office and Agent

The street address of the principal office and registered office of this corporation is: The Haven, Inc., 21441 Boca Rio Road, Boca Raton, FL 33433, and the name and address of the registered agent of this corporation is: DON STEWART.

2. The number of Directors that voted for the adoption was FIFTEEN (15) and the number of Directors that voted against such adoption was ZERO (0) and the number of Directors that abstained was TWO (2). The total number of Directors able to vote on such adoption was SEVENTEEN (17). There were no members entitled to vote on the amendment, and member approval was not required. The board of directors adopted the amendment on December 13th, 2004.

3. These Amended and Restated Articles of Incorporation were adopted and approved on the 13th day of December, 2004.

4. These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

DATED this 13TH day of December, 2004.

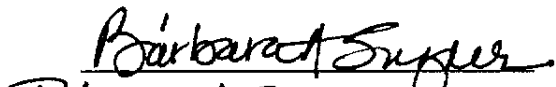
THE HAVEN, INC.

By:


Roxanna Trink, Chairman of the Board of Directors

(CORPORATE SEAL)

ATTEST:



Barbara A. Snyder Secretary

STATE OF FLORIDA:

SS:

COUNTY OF PALM BEACH

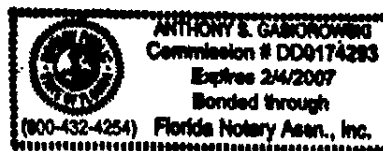
The foregoing instrument was acknowledged before me this 13TH day of December, 2004, by Roxanna Trinka, as Chairmen of the Board of Directors of **THE HAVEN, INC.**, a Florida not for profit corporation, by and on behalf of the Corporation. She is personally known to me.


Notary Public, State of Florida at Large

Type/Print/or Stamp Name of Notary Public

My Commission Expires:

2/4/07



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

THE HAVEN, INC.

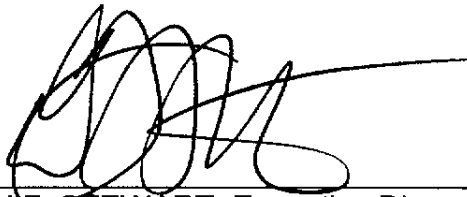
In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **THE HAVEN, INC.**, desiring to organize under the laws of the State of Florida with its principal office at:

21441 Boca Rio Road, Boca Raton, FL 33433

has named DON F. STEWART, Executive Director, located at 21441 Boca Rio Road, Boca Raton, FL 33433, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to read 'DON F. STEWART', written over a horizontal line.

DON F. STEWART, Executive Director