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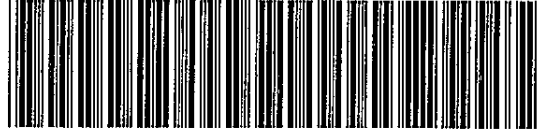
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THE CHILDBIRTH EDUCATION ASSOCIATION
OF JACKSONVILLE, INC.

April 6, 2004

BOARD OF DIRECTORS

PRESIDENT

Sara Erickson, M.D.

PRESIDENT-ELECT

Reuben E. Brigety, M.D.

SECRETARY-TREASURER

Gary Stone, M.A., L.M.H.C.

DIRECTORS

Tala Howard Reynolds, C.E.S.A.

Monteen Pillay

Beth Good

Ann Bittinger, Esq.

Holli Ellen

Sgt. Doris Rodgers

Karen Jones

Rometa G. Porter, R.N.

Jo Ellen Reynolds, CNM, A.R.N.P.

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Jerry Bridgham, M.D.

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T. Michael Phelan, M.D.

Paul Rebenack, M.D.

Kenneth Sekine, M.D.

EXECUTIVE DIRECTOR

Sally Myrick

Amendment Section,
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

Re: Letter of Transmittal

Ladies and Gentlemen:

The Childbirth Education Association of Jacksonville, Inc. is submitting a restatement of our Articles of Incorporation including a name change. We have conducted a search to make sure there is no other corporation with the name. We would like a certified copy, please.

Contact Person: Sally Myrick, 6850 Belfort Oaks Place,
Jacksonville, Florida 32216 (904) 279-0875 x914.

We are enclosing a check in the amount of \$43.75. and two copies of the Articles signed by our Board President.

Thank you for your attention to this matter.

Sincerely,

Sally Myrick
Executive Director

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RESTATED
ARTICLES OF INCORPORATION
OF
THE CHILDBIRTH EDUCATION ASSOCIATION OF JACKSONVILLE, INC.
(A Corporation Not for Profit)

ARTICLE I

NAME

The name of this Corporation is **HEALTHY MOTHERS, HEALTHY BABIES**
COALITION OF NORTH FLORIDA, INC.

ARTICLE II

PURPOSES

A. The general nature of the objects and purposes of this Corporation shall be to promote public awareness of the childbirth process and all related activities including but not limited to maternity care, health considerations, family parenting along with the development and care of the newly expanded family unit, and for any other lawful purposes permitted the Corporation pursuant to the laws of the United States and the laws of the State of Florida.

B. The purposes for which the Corporation is to be organized and operated are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except

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such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the not-for-profit corporation law of the State of Florida.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individuals (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

D. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

H. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

I. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III

QUALIFICATION OF MEMBERS

The membership of this Corporation shall constitute all persons that are duly elected directors of this Corporation.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The business affairs of this Corporation shall be managed and its corporate powers exercised by the voting Board of Directors. This Corporation shall have not more than 30 and not less than eight (8) Directors initially. The number of Directors may be increased from time to time, by the Bylaws, but shall never be less than eight (8). The Corporation also shall have a non-voting Board of Directors that operates, at the discretion of the voting Board of Directors, to assist the Corporation.

Section 2. The Board of Directors shall also be the members of the Corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled as prescribed in the Bylaws.

ARTICLE VI

BYLAWS

Section 1. The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE VII

AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the Members called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the Members upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE VIII

PRINCIPAL OFFICE

The street and mailing address of the Corporation shall be 6850 Belfort Oaks Place, Jacksonville, Florida 32216.

ARTICLE IX

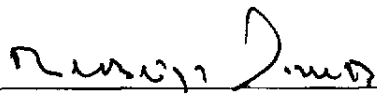
REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office of the Corporation are:

<u>Name</u>	<u>Address</u>
Sally A. Myrick	6850 Belfort Oaks Place Jacksonville, FL 32216

IN WITNESS WHEREOF, these Restated Articles of Incorporation were approved by a majority of the members of the Board of Directors at a duly called meeting on March 10, 2004.

THE CHILDBIRTH EDUCATION
ASSOCIATION OF JACKSONVILLE, INC.

By 
Its _____

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Restated
ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

The Childbirth Education of Jacksonville,
(present name) *Inc.*

751080

(Document Number of Corporation (If known))

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

See Attached

SECOND: The date of adoption of the amendment(s) was: *March 10, 2004*

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Reuben Brigety, M.D.

Signature of Chairman, Vice Chairman, President or other officer

Reuben Brigety M.D.

Typed or printed name

President Board of Directors, 4/6/04

Title

Date