

751600

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DIVISION OF CORPORATIONS  
2007 SEP 24 AM 9:24

PS 10/1/07  
Amend/Rest

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Planned Parenthood of South Palm Beach and Broward Counties, Inc.

**DOCUMENT NUMBER:** 751600

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Glen J. Torcivia, Esquire

(Name of Contact Person)

Law Office of Glen J. Torcivia and Associates, P.A.

(Firm/ Company)

701 Northpoint Parkway, Suite 209

(Address)

West Palm Beach, Florida 33407

(City/ State and Zip Code)

For further information concerning this matter, please call:

Glen J. Torcivia, Esquire.

(Name of Contact Person)

at ( 561 ) 686-8700

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☒ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Articles of Amendment  
to  
Articles of Incorporation  
of**

Planned Parenthood of South Palm Beach and Broward Counties, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

751600

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

N/A

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Articles of Incorporation adopted on February 27, 1980.

First Amendment to Articles of Incorporation filed June 27, 1980

Second Amendment to Articles of Incorporation filed on August 31, 1982

Amended and Restated Articles of Incorporation filed on September 4, 1990


The date of adoption of the amendment(s) was: April 2007

Effective date if applicable: May 1, 2007  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (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.

Signature   
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Robin Witt  
(Typed or printed name of person signing)

Board Chair  
(Title of person signing)

2007 SEP 24 AM 9:24

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PLANNED PARENTHOOD OF SOUTH PALM BEACH AND BROWARD**  
**COUNTIES, INC.**

On March 19, 19980, PLANNED PARENTHOOD OF SOUTH PALM BEACH AND BROWARD COUNTIES, INC., was incorporated as a not-for-profit corporation under Chapter 617 of the Florida Statutes. The charter number for this corporation is 751600. The Articles of Incorporation were amended on September 4, 1990, August 31, 1982, and June 27, 1980. For ease of reference, to reflect the previous amendments and to include new amendments, the Amended and Restated Articles of Incorporation were adopted on May 10, 2007 by the Member of the Corporation.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is PLANNED PARENTHOOD OF SOUTH PALM BEACH AND BROWARD COUNTIES, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the Principal Office of this Corporation in the State of Florida will be 455 NW 35<sup>th</sup> Street, Boca Raton, Florida 33431. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

**ARTICLE III- PURPOSE**

The purpose of this non-profit corporation shall be to promote, encourage and provide family planning and reproductive health and related services as essential elements of responsible parenthood; to encourage provision of family planning services and assistance in unwanted

pregnancies and fertility problems as a part of community health programs; to provide medically reliable family planning services; to aid in controlling world population through scientific and voluntary means; and to encourage other activities that are related to these purposes.

This corporation shall attempt to influence legislation only to the extent permitted under Section 501 or any succeeding or related section of the Internal revenue Codes.

This corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code, and that is other than a private foundation by reason of being described in section 509(a) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for rights or services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

#### **ARTICLE IV – MEMBERSHIP**

**TO BE DISCUSSED.**

#### **ARTICLE V - ELECTION OR APPOINTMENT OF DIRECTORS**

There shall be a Board of Directors consisting of not less than five (5) Directors. The election of Directors and term of office shall be fixed by the By-Laws of the Corporation.

#### **ARTICLE VI - DIRECTORS AND OFFICERS**

A. The name and street addresses of the members of the current Board of Directors are:

- a. Robin Witt, Chair, 3551 E. Sandpiper Drive, #8, Boynton Beach, FL 33436
- b. Janet Boyle, Vice-Chair, 1601 E. Lake Drive, Ft. Lauderdale, FL 33316
- c. Jane A. Gross, Secretary, 6700 E. Tropical Way, Plantation, FL 33317

B. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

C. The Corporation shall indemnify the Directors and officers of the Corporation to the fullest extent permitted by law. The Directors of the Corporation shall incur no personal liability to the Corporation or its members for monetary damages for any breach of fiduciary duty as a Director; provided, however, that the Directors of the Corporation shall continue to be subject to liability (i) for any breach of their duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Directors derived an improper benefit.

#### **ARTICLE VII - REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent of this Corporation is Glen J. Torcivia, Esquire, 701 Northpoint Parkway, Suite 209, West Palm Beach, Florida 33407.

#### **ARTICLE VIII – SUBSCRIBER**

The name and street address of the incorporator are: Robin Witt, Janet Boyle, Jane A. Gross, and Vivian Burch, 455 NW 35<sup>th</sup> Street, Boca Raton, Florida 33431.

#### **ARTICLE IX - COMMENCEMENT AND TERM OF EXISTENCE**

A. The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

B. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all the liabilities of the Corporation, shall distribute all of the assets of the Corporation exclusively for charitable or educational purposes to an organization or organizations with purposes similar to those described in Article 6 hereof, which are then organizations described in section 501(c)(3) of the Code and which are other than



private foundations described in section 509(a) of the Code. In no event shall any of such assets be distributed to any Director, officer, or private individual. The amount of any distribution made under this Article shall be determined by the Board of Directors.

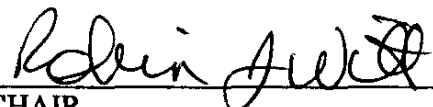
#### ARTICLE X - BY-LAWS

The directors of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, which shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors.

#### XI- AMENDMENT

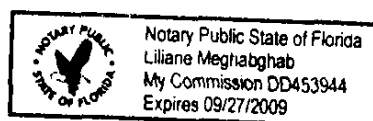
On the recommendation of the Board of Directors, these Articles of Incorporation may be amended, repealed or altered in whole or in part by a two-thirds majority vote of the regular members represented at any scheduled meeting provided that a written notice of the proposed changes shall have been sent to the entire Board at least ten (10) days prior to the date of the meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30<sup>th</sup> day of August, 2007.

  
CHAIR

Sworn to and Subscribed before me this 30<sup>th</sup> day of August, 2007 and who is personally known to me or produced \_\_\_\_\_ as identification.

  
Notary Public  
My Commission Expires:



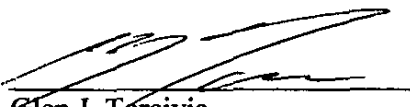
**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

PLANNED PARENTHOOD OF SOUTH PALM BEACH AND BROWARD COUNTIES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 701 Northpoint Parkway, Suite 209, West Palm Beach, Florida 33407 has named Glen J. Torcivia as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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 provisions of said Act relative to keeping open said office.

By:   
Glen J. Torcivia

Date: 7-12-07