

759126

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300037980603

06/24/04--01041--006 **78.75

04 JUN 24 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

7/6/04
Amended +
Restated

LAW OFFICES

FORD & HARRISON^{LLP}

A LIMITED LIABILITY PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS AND INDIVIDUALS

225 Water Street, Suite 710, Post Office Box 41566 (32203), Jacksonville, Florida 32202
Tel 904-357-2000 Fax 904-357-2001
www.fordharrison.com

Writer's Direct Dial:

JOHN E. DUVALL
(904) 357-2003
jduvall@fordharrison.com

June 23, 2004

VIA EXPRESS COURIER

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Articles of Amendment of Articles of Incorporation of
CHILDREN'S CRISIS CENTER, INC., a Florida Not For
Profit Corporation**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Amendment of the Articles of Incorporation of the Children's Crisis Center, Inc., a not for profit Florida Corporation. Please note that the Articles of Amendment include an appointment of a new registered agent for the Corporation and fully executed acceptance of appointment as registered agent of that individual so designated. A check in the total amount of \$78.75, consisting of the fee of \$35.00 for filing of the Articles of Amendment; the fee of \$35.00 for filing of the change of registered agent; and, the fee of \$8.75 for a certified copy of the filed Amended and Restated Articles of Incorporation, is also enclosed.

Please return the certified copy of the proof of filing of said Articles of Amendment of the Articles of Incorporation to the undersigned. If there are any questions concerning the foregoing, please contact the undersigned directly.

Sincerely,

FORD & HARRISON^{LLP}

John E. Duvall

Enclosures as indicated
JED/jlm

Florida Department of State
Page 2

June 23, 2004

cc: Judy Truett (without enclosures)
Executive Director
Children's Crisis Center, Inc.
Post Office Box 40279
Jacksonville, Florida 32203-0279

Jacksonville:22670.1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CHILDREN'S CRISIS CENTER, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED

04 JUN 24 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following constitutes the restated Articles of Incorporation of the Children's Crisis Center, Inc., a Florida not for profit corporation, as amended by the Corporation on May 26, 2004. The Corporation was duly organized and created pursuant to Florida law on July 13, 1981 and the Corporation's original Articles of Incorporation were filed with the Secretary of State of the State of Florida on that date. The Articles of Incorporation were amended in part on March 19, 1982. No other amendment to the Articles of Incorporation has been approved by the Corporation or accepted for filing by the Florida Secretary of State.

ARTICLE I - CORPORATE NAME

The name of the Corporation is the CHILDREN'S CRISIS CENTER, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING
ADDRESS OF THE CORPORATION**

The principal place of business and the mailing address of the Corporation shall be 655 West 8th Street, Jacksonville, Florida 32209.

ARTICLE III - PURPOSES OF THE CORPORATION

(a) The purpose of the Corporation is to prevent all forms of child abuse through education, intervention, treatment, support, and advocacy, thereby ensuring that every child has the opportunity to grow in a nurturing home and community without regard to race, creed, age, sex, religion, or national origin.

(b) It is further the purpose of the Corporation 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, or the corresponding provisions of any subsequent federal tax law, and that are described in sections 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law. The assets and properties of the Corporation are hereby pledged for use in performing its exempt

functions and no part of the income or assets of the Corporation shall be distributed to nor inure to the benefit of any individual.

ARTICLE IV – POWERS OF THE CORPORATION AND RESTRICTIONS

(a) The Corporation shall have all powers provided for Corporations Not For Profit by Chapter 617 of the Florida Statutes, or corresponding provisions of any subsequent statute.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, any Director of the Corporation, Officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes; and no Director of the Corporation, Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation.

(c) No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code of 1986, as amended, and regulations as they now exist, or as they may hereafter be amended.

(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax law.

(f) If the Corporation is deemed not to be a public charity, then the requirements of Subchapter F—Exempt Organizations, Part II, Private

Foundations, of the Internal Revenue Code of 1986, as amended, and any subsequent amendments thereto, and Chapter 42—Private Foundations of the Internal Revenue Code of 1986, as amended, and any subsequent amendments thereto, shall be deemed to be contained and incorporated herein by reference in these Articles of Incorporation, including particularly, but not limited to, the requirements of Section 508(3) of the Internal Revenue Code of 1986, as amended, or of any subsequent amendments thereto.

ARTICLE V – MANAGEMENT OF CORPORATE AFFAIRS
ASSIGNED TO THE BOARD OF DIRECTORS

(a) The business affairs of the Corporation shall be managed by the Board of Directors, which shall consist of not less than twelve (12) but not more than twenty-four (24) persons. The terms of office of the Directors, the manner of their election, and their voting rights shall be stated in the Bylaws. The members of the Corporation shall be comprised of the members of the Board of Directors.

(b) The Board of Directors shall generally be representative of the diverse elements of the community served by the programs of the Corporation with regard to race, religion, sex, age, occupation, interests, and place of residence.

(d) The Board of Directors shall elect all Officers in accordance with these Articles and the Bylaws.

(e) All Directors and Officers of the Corporation shall be indemnified from any personal liability incurred as a consequence of the exercise of official duties on behalf of the Corporation to the maximum extent permitted by Florida law. Further, the Corporation shall defend any claim asserted against any Director or Officer as a consequence of the exercise of official duties on behalf of the Corporation.

ARTICLE VI – DISTRIBUTION OF CORPORATE ASSETS UPON
DISSOLUTION

(a) In the event of dissolution of the Corporation or the winding up of its affairs, the Directors of the Corporation shall distribute the assets of the Corporation exclusively to scientific, charitable, literary, or educational organizations which shall at the time qualify under the provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist, or as they may hereafter be amended. No Director of the Corporation, Officer of the Corporation, or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.

ARTICLE VII - BYLAWS

The Board of Directors of this Corporation may adopt such Bylaws as are not inconsistent with these Articles of Incorporation or Florida law for the conduct of its business and the carrying out of its purposes. Such Bylaws may only be made, altered, amended or rescinded from time to time at any regular meeting or at any special meeting of the Board of Directors called for that purpose, so long as such Bylaws are not inconsistent with the provisions of these Articles of Incorporation or Florida law.

ARTICLE VIII - AMENDMENTS TO CORPORATION ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a two-thirds (2/3rds) vote of the Board of Directors.

ARTICLE IX - REGISTERED AGENT AND REGISTERED OFFICE

(a) The name and address of this Corporation's Registered Agent is Judith A. Truett, the Corporation's Executive Director.

(b) The registered office shall be located at 655 West 8th Street, Jacksonville, Florida 32209.

AFFIDAVIT OF ACKNOWLEDGEMENT

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

Before me, the undersigned authority, personally appeared DIANE PARKER, Chair of the Board of Directors of the Children's Crisis Center, Inc., a Florida not for profit corporation, who first being duly sworn, stated:

1. The foregoing Amendment and Restatement of the Articles of Incorporation of the Children's Crisis Center, Inc., was duly approved, in accordance with Article XIII of the Corporation's original Articles of Incorporation dated July 13, 1981, as amended on March 19, 1982, following the adoption by the board of trustees of a resolution proposing the amendments and restatement which was then presented to a quorum of the members of the Corporation for their vote of approval. The foregoing Amendment and Restatement of the Articles of Incorporation was thereupon approved by a sufficient number of the

votes cast (by more than two-thirds of the members of the Corporation) by those entitled to vote on the issue at a meeting held for that and other purposes on May 26, 2004.

2. Affiant acknowledges that she has executed the foregoing instrument in her official capacity aforesaid, as the act and deed of said Corporation, being duly authorized thereunder to so act.

Dianne E. Parker

Dianne Parker, Chair, Board of Directors, Children's Crisis Center, Inc., a Florida Not For Profit Corporation.

STATE OF FLORIDA)
)ss.:
COUNTY OF DUVAL)

Sworn and subscribed before me this 15 day of ^{June} ~~May~~, 2004, by

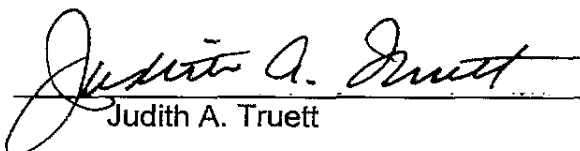
Dianne Parker who is personally known to me and who did take an oath.

David J. Mattice
Notary Public, State of Florida




**Acceptance of Appointment As Registered Agent For the
Corporation by Judith A. Truett**

Having been named as registered agent and to accept service of process for the Children's Crisis Center, Inc, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, Florida Statutes.


Judith A. Truett

STATE OF FLORIDA)
)ss.:
COUNTY OF DUVAL)

Sworn and subscribed before me this 15th day of June, 2004, by
Judith A. Truett who is personally known to me and who did take an oath.


Notary Public, State of Florida

