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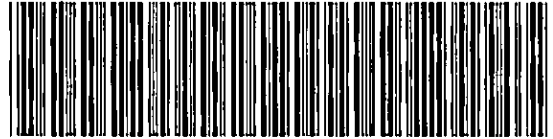
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JUN 05 2018

FILED
18 JUN -1 PM 4:40
CLERK OF SUPERIOR COURT
JULIA A. HARRIS

Amend
&
Restated



YouthCrisisCenter
Embracing Families Transforming Lives

May 29, 2018

Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Youth Crisis Center, Inc., a Florida corporation not-for-profit
Document Number: 761530

Ladies and Gentlemen:

In connection with the above referenced corporation, enclosed please find the following:

1. First Amended and Restated Articles of Incorporation (original and one copy); and
2. Check payable to the Florida Department of State in the amount of \$43.75.

Please file the First Amended Restated Articles of Incorporation in the appropriate records and provide us with a certified copy. Please direct all correspondence regarding this matter to:

Kimberly Sirdevan
Youth Crisis Center, Inc.
3015 Parental Home Road
Jacksonville, Florida 32216
(904) 725-6662
kim.sirdevan@ycc.org

Thank you very much for your kind assistance with this matter.

Sincerely yours,

Kimberly Sirdevan
President

enclosures

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
YOUTH CRISIS CENTER, INC.
(A Florida Not-for-Profit Corporation)**

FILED
18 JUN - 1 PM 4:00
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Youth Crisis Center, Inc., a Florida not-for-profit corporation, hereby adopt these First Amended and Restated Articles of Incorporation, which restate, amend and supersede the Articles of Incorporation of such corporation, as previously amended and restated, in their entirety, as follows:

**ARTICLE I.
NAME**

This corporation shall be known as **YOUTH CRISIS CENTER, INC.** (the "Corporation").

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The location of the Corporation's principal office and its mailing address shall be 3015 Parental Home Road, Jacksonville, Florida 32216.

**ARTICLE III.
PURPOSES AND POWERS**

A. The Corporation is organized as a corporation not for profit under Chapter 617, Florida Statutes, "The Florida Not for Profit Corporation Act," as the same may be amended, supplemented or restated from time to time (the "Act"), and not for the pecuniary gain of any person or entity.

B. The primary purposes of the Corporation are to provide assistance to youths in crisis, and to youths where both the youth and family are in crisis, which purposes include:

1. Establishing and providing individual, group, and family counseling services to youths and families in crisis;
2. Establishing, providing, and maintaining shelter, food and clothing for such youths as may be necessary;
3. Establishing, operating, maintaining and otherwise providing twenty-four hour a day telephone counseling service available to youths in crisis Northeast Florida, which service will be available to all youths who wish to call in order to seek alternatives to individual problems or who are in need of just conversing with someone;
4. Working in cooperation with other service providers, planning groups and funding bodies in an effort to promote the well-being of youth and to prevent juvenile delinquency and violence in the family;
5. Participating in active continuing community education programs for mental health and to provide training opportunities for students in human services, psychology, social work and related fields;
6. Providing training to the general public and to service providers in the community to enhance communication and listening skills;
7. Acting as an advocate for the social service needs of all youth and families in crisis within the Northeast Florida community; and

8. Conducting the necessary research and evaluation to achieve the aforementioned purposes and to ensure a high quality of service delivered to the public.

Additionally, the Corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and educational purposes, or in any other charitable or educational activities. The Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, and all other powers granted to such corporations under the Act.

C. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended, supplemented or restated from time to time (the "**Code**"). Notwithstanding any other provision of these articles of incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax 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.

D. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV. BOARD OF DIRECTORS

The business, affairs, properties and assets of the Corporation shall be managed, exercised and controlled by the Board of Directors (the "**Board**"). The members of the Board shall be referred to as a "**Director**" or "**Directors**." The number, term and manner of election or appointment of the Directors shall be as set forth in the bylaws of the Corporation (the "**Bylaws**"). All powers and authority of the Corporation shall be vested in, and shall be exercised and performed by or under the authority of, the Board.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation in the State of Florida is 3015 Parental Home Road, Jacksonville, Florida 32216. The name of the current registered agent of the Corporation at that address is Kimberly Sirdevan. The Board may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI. INCOPORATOR

The names and addresses of the incorporators of the Corporation were:

ARTICLE VII. MEMBERSHIP

The Corporation shall have no members.

**ARTICLE VIII.
TERM OF EXISTENCE**

The term of existence of the Corporation shall be perpetual.

**ARTICLE IX.
OFFICERS**

The officers of the Corporation (the "Officers") shall be elected or appointed in the manner, at such times and for such terms as set forth in the Bylaws. The Officers shall have such powers and duties as set forth in, or as prescribed by the Board in accordance with, the Bylaws.

**ARTICLE X.
BYLAWS**

The Bylaws of the Corporation may be adopted, amended, restated or repealed from time to time by the affirmative vote of a majority vote of the Directors then in office; provided, however, that such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation.

**ARTICLE XI.
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of termination or dissolution or winding up of the affairs of the Corporation in any manner or for any reason whatsoever, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation to one or more organizations that is or are then exempt from taxation under Section 501(c)(3) of the Code, and to which contributions are then deductible under Section 170(c)(2) of the Code, or to the federal, state or local government exclusively for public purposes.

**ARTICLE XII.
AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated from time to time by the affirmative vote of a majority vote of the Directors then in office.

CERTIFICATION

The undersigned Chair of the Board of Directors of Youth Crisis Center, Inc., hereby certifies that:

1. The foregoing First Amended and Restated Articles of Incorporation (the "Articles") were adopted by a majority vote of Directors of the Corporation at a duly called regular meeting of the Board held on May 8, 2018, notice for which was provided to the Directors (together with a copy of the proposed Articles) more than ten (10) days prior to the meeting.
2. No members of the Corporation are entitled to vote on the Articles.

Executed by the undersigned Chair this 16th day of May, 2018.



Leila Sundstrom, Chair