

766669

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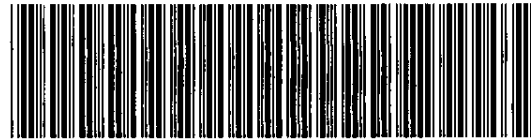
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*Amended &
Restated
Articles*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
8/26/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: First Care Family Resources, Inc.

DOCUMENT NUMBER: 766669

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

Please return all correspondence concerning this matter to the following:

Sonya DeWitt
(Name of Contact Person)

First Care Family Resources, Inc.
(Firm/ Company)

2200 Centrepark West Drive, Suite 300
(Address)

West Palm Beach, Florida 33409
(City/ State and Zip Code)

sonyadewitt@first-care.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sonya DeWitt at (561) 688-2163
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

FILED

2011 AUG 25 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRST CARE FAMILY RESOURCES, INC.
(A Florida Not For Profit Corporation)

Pursuant to Section 607.1007 of the Florida Business Corporations Act ("FBCA"), First Care Family Resources, Inc., A Florida Not For Profit Corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on or about January 24, 1983.
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as follows:

ARTICLE I
NAME AND ADDRESS

The name of this organization shall be First Care Family Resources, Inc., a Florida Not For Profit Corporation ("The Corporation"). The principal office of the Corporation shall be located at 2200 Centrepark West Drive, Suite 300, West Palm Beach, Florida, 33409.

ARTICLE II
PURPOSE

The purpose of the Corporation is to operate exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The charitable, religious and educational purposes which the Corporation shall seek to advance include the following: (a) to uphold the sanctity of human life by providing practical assistance, education and loving encouragement to women, men and youth concerning abstinence, pregnancy and post-abortion issues, while sharing the gospel of Jesus Christ in word and deed; (b) to develop and administer programs designed to assist women in confronting and dealing with the physical, emotional, economic, and social problems associated with pregnancy; (c) to develop and administer programs designed to assist pregnant women who desire to carry their unborn children to term; (d) to develop and administer programs designed to educate youth concerning abstinence; (e) to develop and administer programs designed to help post-abortive individuals find healing and restoration and (f) to solicit and receive funds for the above purposes. The Corporation may also seek to advance such purposes as granting charitable

contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

ARTICLE III POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case-law.

ARTICLE IV LIMITATIONS

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to or for the Corporation affecting one or more of its purposes.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

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

Section 4. The corporation shall issue no stock.

ARTICLE V
DISTRIBUTION ON LIQUIDATION

Upon the liquidation, dissolution, or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by its Board of Directors ("Board") which shall exercise all the powers of the corporation, as provided by law or by the By Laws. The Board may, at its discretion, by majority vote of the Board present at a duly convened meeting of the Board, determine to increase or decrease the number of members of the Board, but in no event shall such number be less than five (5) persons.

ARTICLE VII
OFFICERS OF THE BOARD

The affairs of the Corporation shall be managed by the officers of the Corporation, consisting of a Chairman, Vice-Chairman, Secretary, Treasurer, and such other officers or assistant officers as shall be appointed by the Board pursuant to the By-Laws of the Corporation. The officers of the Corporation shall be elected for such terms as are set forth in the By-Laws of the Corporation. The officers of the Corporation shall have such powers, duties, and functions as designated by the Board pursuant to the By-Laws of the Corporation.

ARTICLE VIII
BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the

regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE IX
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 5167 Deerhurst Crescent Circle, Boca Raton, Florida, 33486 and the name of the registered agent of the Corporation at that address is John K. Lucas.

ARTICLE X
ALL OTHER MATTERS

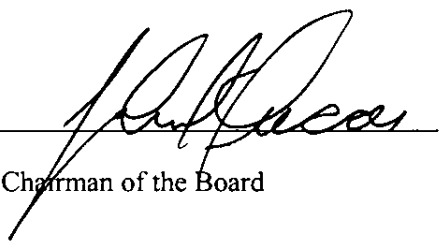
Any matter not covered by these Articles of Incorporation shall be governed by the Florida Not-For-Profit Corporation laws as such laws shall now or hereafter exist.

The foregoing amendment was adopted by a Corporate Action by all the Directors of the Corporation, effective as of this Nineteenth (19th) day of August, 2011:

IN WITNESS WHEREOF, the undersigned, being Chairman of the Board, has adopted and executed these Articles of Amendment as of this Nineteenth (19th) day of August, 2011.

FIRST CARE FAMILY RESOURCES, INC.

By: _____


Chairman of the Board

Articles of Amendment
to
Articles of Incorporation
of

First Care Family Resources, Inc.

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

766669

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
*(Principal office address **MUST BE A STREET ADDRESS**)*

2200 Centrepark West Drive,

Suite 300

West Palm Beach, FL 33409

C. Enter new mailing address, if applicable:
*(Mailing address **MAY BE A POST OFFICE BOX**)*

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

CHANGES TO THE ARTICLES OF INCORPORATION

Article I – NAME AND ADDRESS. Changed “3405 Forest Hill Boulevard, Suite 104, West Palm Beach, Florida, 33406-5814” to “2200 Centrepark West Drive, Suite 300, West Palm Beach, Florida, 33409”.

Article II – PURPOSE. Changed “as a charitable corporation” to “for charitable, religious and educational purposes”. Changed “charitable purposes” to “charitable, religious and educational purposes”. Changed “(a) to develop and administer programs designed to assist women in confronting and dealing with the physical, emotional, economic, and social problems associated with pregnancy; (b) to develop and administer programs designed to assist pregnant women who desire to carry their unborn children to term; (c) to educate youth concerning abstinence; and (d) to solicit and receive funds for the above purposes.” to “(a) to uphold the sanctity of human life by providing practical assistance, education and loving encouragement to women, men and youth concerning abstinence, pregnancy and post-abortion issues, while sharing the gospel of Jesus Christ in word and deed; (b) to develop and administer programs designed to assist women in confronting and dealing with the physical, emotional, economic, and social problems associated with pregnancy; (c) to develop and administer programs designed to assist pregnant women who desire to carry their unborn children to term; (d) to develop and administer programs designed to educate youth concerning abstinence; (e) to develop and administer programs designed to help post-abortive individuals find healing and restoration and (f) to solicit and receive funds for the above purposes.”

Article IV – LIMITATIONS – Section 2. Change “litigation” to “legislation” in first sentence.

Article V – Change title from “DISTRIBUTION OF SURPLUS ON LIQUIDATION” to “DISTRIBUTION ON LIQUIDATION”.

Article VI – BOARD OF DIRECTORS – In the first sentence change “except as otherwise” to “as”. For second sentence use first sentence of section 2. The balance of Article VI to be deleted because these details should only appear in the bylaws.

Article VI – OFFICERS OF THE BOARD – Add “Vice-Chairman,” after Chairman.

Article IX – REGISTERED OFFICE AND AGENT. Changed “1177 Hypoluxo Road Lantana, Florida 33462” to “5167 Deerhurst Crescent Circle, Boca Raton, Florida, 33486”.

Article X – ALL OTHER MATTERS. Changed “Ninth (9th) day of November , 2005” to “Twenty first (21st) day of January, 2011”.

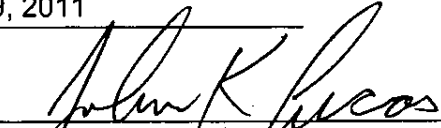
The date of each amendment(s) adoption: August 19, 2011

Effective date if applicable: August 19, 2011 (date of adoption is required)
(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(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated August 19, 2011

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)

John K. Lucas
(Typed or printed name of person signing)

Chairman of the Board
(Title of person signing)