

Nov. 21. 2013 9:27 AM
Division of Corporations

DEAN MEAD MITCHELL & ZWERNER

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

TREASURE COAST ADVOCACY COALITION, INC.

Pursuant to Sections 617.1002 and 617.1006 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ST. LUCIE CHILDREN'S COALITION, INC. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 10380 SW Village Center Dr. #328, Port St. Lucie, FL 34987. The mailing address of the Corporation is 10380 SW Village Center Dr #328, Port St. Lucie, FL 34987.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

- A. The general purpose for which this Corporation is organized shall be to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code. The Corporation shall have all the powers of a corporation not for profit organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in Section 617 of the Florida Statutes, these Articles of Incorporation, or the Bylaws; provided, however, that the Corporation is specifically prohibited from

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engaging in any activity whereby its status as a corporation not-for-profit or its exemption from federal or state income taxation, if any, would be forfeited or jeopardized.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.
2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(4).

ARTICLE IV - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

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ARTICLE V - MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI - INDEMNIFICATION

The Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by a majority of the entire Board of Directors of the Corporation.

The foregoing Amended and Restated Articles of Incorporation were adopted on November 13, 2013, and will become effective upon their filing with the Florida Secretary of State. The Corporation has no members entitled to vote on the amendments, and the amendments were adopted by the Board of Directors.

ST. LUCIE CHILDREN'S COALITION, INC.

By: 

Dennis G. Corrick, Secretary

Date: 21 NOVEMBER, 2013

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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TREASURE COAST ADVOCACY COALITION, INC.**

I, Dennis G. Corrick, being the duly elected, qualified and acting Secretary of St. Lucie Children's Coalition, Inc., a Florida not for profit corporation, hereby certify that there are no members of the corporation, and that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate were duly adopted and approved by all of the members of the Board of Directors of the corporation effective November 15, 2013, in compliance with Section 617.1007 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as Secretary pursuant to lawful corporate authority, on this 15th day of November, 2013.

TREASURE COAST ADVOCACY COALITION,
INC. n/k/a ST. LUCIE CHILDREN'S
COALITION, INC.

By: 
Dennis G. Corrick, Secretary