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TALLAHASSEE, FLORIDA

Amended + Restated

Jm
2/4/04

**CONSENT IN LIEU OF SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
SHEPHERD'S CENTER OF THE FIRST COAST, INC.**

Pursuant to Section 617.0821, Florida Statutes, the undersigned, being all of the directors currently serving on the Board of Directors of Shepherd's Center of the First Coast, Inc., hereby adopt the following resolutions by written consent, in lieu of holding a special meeting of the Directors of the Corporation.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

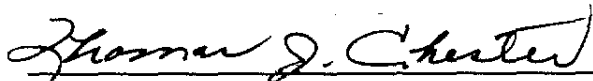
RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto, are approved and adopted on behalf of the Corporation; and be it

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to file the Amended and Restated Articles of Incorporation of the Corporation, with the Florida Secretary of State, and a copy thereof shall be inserted in the minute book of the Corporation.

AMENDED AND RESTATED BYLAWS

RESOLVED, that the Amended and Restated Bylaws, a copy of which is attached hereto, are approved and adopted as the bylaws of the Corporation, and a copy thereof shall be inserted in the minute book of the Corporation.

Date: Oct. 14, 2003



Tommy Chester



Judy Barnett

Shepherd's Center of the First Coast, Inc
October 14, 2003

January 1, 2004 – December 31, 2004

Margery Oliver

Ellie Connelly

January 1, 2004 – December 31, 2005

Jack Saye

Wanda Phillips

January 1, 2004 – December 31, 2006

Richard Cardell

Judy Barnett

At-Large

Jo Miller

Elvira Covey

Betty Melcolm

Marilyn Tomlinson

Marian Meeker

Leo Myers

Richard Covey

Pauline LeBlanc

Peggy Hallam

President:

Richard Cardell

Vice-President:

Jack Saye

Secretary:

Wanda Phillips

Treasurer:

Margery Oliver

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
SHEPHERD'S CENTER OF THE FIRST COAST, INC.

FILED
04 JAN 26 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007 of the Florida Not for Profit Corporation Act, the Articles of Incorporation of Shepherd's Center of the First Coast, Inc., are amended and restated as follows:

ARTICLE I. NAME

The name of the corporation is: SHEPHERD'S CENTER OF THE FIRST COAST, INC.

ARTICLE II. ADDRESS

The street address of the principal office, and the mailing address of the corporation are:
1400 University Boulevard, North
Jacksonville, Florida 32211

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually. Any changes to the Articles of Incorporation shall be made based on the recommendation of the Leadership Council of Arlington United Methodist Church, Inc., and a simple majority vote of the Board of Trustees of the corporation, at a meeting of the Board of Trustees called for the sole purpose of amending the Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to the charitable and educational purposes of providing senior citizens and older adults with opportunities to sustain and celebrate life through specific educational, recreational, and service projects.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

- (a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Trustees, officers, Director, employees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), 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.
- (c) Notwithstanding, any other provision of these Articles, the corporation shall not carry n any activities not permitted to be carried on(i) by a corporation qualifying for exception from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. MEMBERS

The corporation will have no members.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The corporation designates 1400 University Boulevard, North, Jacksonville, Florida, 32211 as the street address of the registered office of the corporation and names Arlington United Methodist Church, Inc., the corporation's registered agent at that address to accept service of process within this state.

ARTICLE VIII. BOARD OF DIRECTORS

The board of directors of the corporation shall be known as the Board of Trustees. The corporation shall at all time have no less than three (3) Trustees. The method of election or appointment of Trustees shall be as provided under ARTICLE IX.

ARTICLE IX. ELECTION AND ROTATION OF TRUSTEES

At a time designated by the Trustees, the Board of Trustees shall elect or appoint persons to serve on the Board of Trustees. The number of Trustees serving on each successive Board of Trustees shall include at least 7 but not more than 15 persons. At least three of the Trustees shall be members in good standing of Arlington United Methodist Church, Inc.. The elected or appointed members of the Board of Trustees shall be elected as follows: two (2) of them for a term of one year, two (2) of them for a term of two years, and two (2) of them for a term of three years. The period of service for each Trustee may be determined by a simple draw. In each subsequent year, Board of Trustee positions then expiring shall be filled for a three (3) year term. Trustees may succeed themselves for a maximum of two (2) consecutive terms. All remaining Board of Trustee members over the six (6) Trustees serving designated "terms" shall be elected as "at large" members serving for one (1) year at a time. "At large" Trustees may succeed themselves for a maximum of three (3) consecutive terms. The process for the removal, resignation and filling of vacancies of Trustees, either "term" or "at-large" is described under Section 3.6 of the bylaws. At no time shall a change to the bylaws negate the process of election and rotation of Board of Trustee members defined in ARTICLE IX of the Articles of Incorporation.

ARTICLE X. DISSOLUTION

Dissolution of the corporation may occur for a number of reasons: (i) the Board of Trustees may decide by majority vote to permanently close all operations of the corporation, (ii) the Board of Trustees may decide by majority vote to rename and/or relocate the operations of the corporation to another location within the state, or (iii) the Leadership Council of Arlington United Methodist Church, Inc., may decide by majority vote to recommend to the Board of Trustees to cease operations and to rename and/or relocate the operations of the corporation to another location within the state. Upon the dissolution of the corporation by whatever means, assets shall be distributed in the following manner:

- (a) The first distribution of assets shall be made to Arlington United Methodist Church, Inc., for the recovery of Enrollment Fees, Director Training Costs, Start-up fees, Legal fees, Corporate expenses, Accounting Fees, Banking charges, Office Supply costs, Cleaning Supply costs, Classroom supplies, Building modifications costs associated with the needs of the corporation, and outstanding debts to vendors, provided that each of such costs and expenses is reasonable and documented by appropriate receipts or other documentation.
- (b) Remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as

said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. INDEMNIFICATION

- (d) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a Trustee or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a Trustee or officer of the corporation or of any corporation nor for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or Trustee within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.
- (e) The corporation by action of its Board of Trustees, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its Board of Trustees, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Trustees, the authority granted to the Board of Trustees in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on October 14, 2003.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the board of directors of the corporation on October 14, 2003. There are no members of the corporation entitled to vote.

Dated: Oct. 14, 2003

SHEPHERD'S CENTER OF THE FIRST
COAST, INC.

By: Judy Barnett

Print Name: Judy Barnett

Its: Director