

Division of Corporations

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No 1000002366

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Division of Corporations
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BASIC AMENDMENT

FEDERATION OF FAMILIES OF PALM BEACH COUNTY, INC.

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ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF

FEDERATION OF FAMILIES OF PALM BEACH COUNTY, INC.

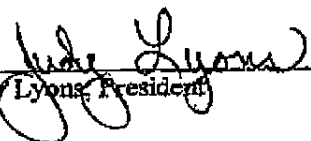
The undersigned President of Federation of Families of Palm Beach County, Inc., a corporation organized under Chapter 617, Florida Statutes, as amended, hereby certifies as follows:

1. The name of the Corporation is: Federation of Families of Palm Beach County, Inc. (the "Corporation").
2. Attached hereto as Exhibit A are the Amended and Restated Articles of Incorporation of the Corporation.
3. There being no members of the Corporation, such amendments were approved and adopted by the Board of Directors of the Corporation by approval of the following resolution:

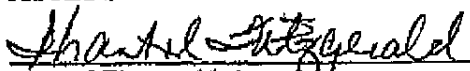
RESOLVED: That the Articles of Incorporation of the Corporation be and hereby are amended and restated in their entirety to read in the form distributed to this meeting [which is the same as Exhibit A annexed to these Articles of Restatement], and that the proper officer or officers of the Corporation be and hereby are authorized to file Articles of Restatement with the Florida Secretary of State to effect the adoption of such Amended and Restated Articles.

4. Such Amended and Restated Articles were adopted and approved by the Board of Directors on August 22, 2002.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Restatement as of the 22nd day of August, 2002.


Judy Lyons, President

ATTEST:


Shantel Fitzgerald, Secretary

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EXHIBIT A

STATE OF FLORIDA
NOT-FOR-PROFIT CORPORATION

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

FEDERATION OF FAMILIES OF PALM BEACH COUNTY, INC.

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TALLAHASSEE, FLORIDA

Federation of Families of Palm Beach County, Inc., a corporation under Chapter 617, Florida Statutes, as amended, adopts the following Amended and Restated Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: Federation of Families of Palm Beach County, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The street address of the principal office of the corporation is 3600 Broadway Avenue, West Palm Beach, Florida 33407.

FOURTH: The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to:

(a) providing services that inform, educate, train and support families whose children are at risk of, or who have emotional or behavioral needs.

(b) bringing together the voices and concerns of families and youth impacted by the challenges associated with mental health disorders, and to use this information to change the system of care by working collaboratively with community partners.

It is intended that said corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code.

FIFTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a not-for-profit corporation and shall have no authority to issue capital stock.

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(b) The corporation shall not be a membership corporation.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and 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 that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business

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holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

SIXTH: The names, address and titles of the Directors and Officers of the Corporation are as follows:

<u>Name and Address</u>		<u>Title</u>
Judy Lyons 4384 Nicole Circle Tequesta FL 33469	Director	President
Vivian Shakir 5641 Lafayette Street West Palm Beach FL 33417	Director	Vice-President/Treasurer
Shantel Fitzgerald 1300 W. 26 th Court Riviera Beach FL 33404	Director	Secretary
Clcone McFarland 8205 Belvedere Road, Apt. 202 West Palm Beach FL 33411	Director	
Charlie French 1825 Windsor Avenue West Palm Beach FL 33407	Director	

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Lt. Jeffrey Jackson Director
4774 Sunny Palm Circle, Apt. A
West Palm Beach FL 33415

Pastor Lafayette Jenkins Director Chaplain
4339 Willow Pond Road, Apt. B
West Palm Beach FL 33417

Mary Beth McManus Director
420 US 1, Suite 20
North Palm Beach FL 33408

SEVENTH: The street address of the registered office of the corporation is 1300 W. 26th Street, Riviera Beach, Florida 33404, and the name of the registered agent at such address is Shantel Fitzgerald.

EIGHTH: These Amended and Restated Articles of Incorporation shall replace and supersede in their entirety the Articles of Incorporation of the corporation effective upon filing with the Secretary of State of Florida.

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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Accepted this 22nd day of August, 2002.


Shantel Fitzgerald

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