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COMMUNITY BASED CARE OF BREVARD, INC.

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COMMUNITY BASED CARE OF BREVARD, INC.**

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TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation hereby adopts the following Second Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is Community Based Care of Brevard, Inc.

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

The address of the principal office of the corporation is 760 North Drive, Suite E, Melbourne, FL 32934, which is also the mailing address of the corporation.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to providing child protection and welfare services to children in Brevard County, Florida, including the following:

- (1) providing foster care, emergency shelter and group home care and facilities;
- (2) providing individual and group services and counseling to children and families to facilitate prevention of child abuse, growth and reunification;
- (3) helping abused, neglected and abandoned children and

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young adults; (4) providing community education about the needs and issues of children in furtherance of the charitable and educational purposes of the corporation; and (5) *engaging in* other charitable or educational endeavors from time to time.

B. This 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 members, directors, trustees, 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. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE IV - NO MEMBERS

The corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

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

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 the Circuit Court of the county in which the principal 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

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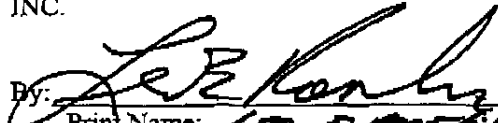
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ARTICLE IX - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of two-thirds of the full Board of Directors, at any regular or special meeting of the Board of Directors called for such purpose in accordance with the provisions of the Bylaws. The proposed amendment to the Articles of Incorporation shall be identified on the Board agenda for the meeting and distributed to the members of the Board of Directors at least seven (7) days in advance of the meeting.

IN WITNESS WHEREOF, I have subscribed my name as Chair pursuant to lawful corporate authority this 6th day of August, 2008.

COMMUNITY BASED CARE OF BREVARD,
INC.

By: 
Print Name: LEO. E. BISHOP
Print Title: Board Chair

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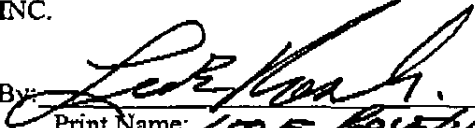
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**OFFICER'S CERTIFICATE TO ACCOMPANY
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COMMUNITY BASED CARE OF BREVARD, INC.**

I, Leo Roselip, being the duly elected, qualified and acting Board Chair
of Community Based Care of Brevard, Inc., a Florida not for profit corporation, hereby certify
that there are no members entitled to vote on the Second Amended and Restated Articles of
Incorporation of the corporation accompanying this Certificate, and that the Second 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 on
June 26, 2008, in compliance with Section 617.1007 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as Chair pursuant
to lawful corporate authority, on this 6th day of August, 2008.

COMMUNITY BASED CARE OF BREVARD,
INC.

By: 
Print Name: LEO E ROSELIP
Print Title: Board Chair

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