

N02000002215

GRAYHARRIS
ATTORNEYS AT LAW

GRAY, HARRIS & ROBINSON, P.A.
SUITE 600
301 SOUTH BRONOUGH ST. (32301)
P.O. BOX 11189
TALLAHASSEE, FLORIDA 32302-3189
TEL 850-222-7717
TEL 850-577-9090
FAX 850-222-3494
FAX 850-577-3311
WEB grayharris.com

July 31, 2002

E-MAIL ADDRESS

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$43.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

BIG BEND COMMUNITY BASED CARE, INC.
Document Number: N02000002215

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill W. May

Jill W. May, Paralegal

/jwm
Enclosures

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C. Coulliette JUL 30 2002

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BIG BEND COMMUNITY BASED CARE, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby make, subscribe, adopt, and acknowledge these Articles of Incorporation, as follows:

ARTICLE I

NAME

The name of the Corporation shall be Big Bend Community Based Care, Inc.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are:

In particular, to provide child protection and welfare services to children in Department of Children and Families, District 2B.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as thereafter amended ("Code"). In connection therewith and as limited thereby, the purposes for which the Corporation is formed are (i) to provide foster care, emergency shelter and group home care and facilities; (ii) to provide individual and group services and counseling to children and families to facilitate growth and reunification; (iii) to

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TALLAHASSEE, FLORIDA

help abused, neglected, and abandoned children; (iv) to provide community education about the needs and issues of children in furtherance of the tax exempt purposes of this Corporation and to those ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation; or any laws applicable thereto, and to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Code; and (v) to engage in other charitable endeavors from time to time.

In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

The Corporation is not organized for any fraudulent purpose or to mislead any creditors but is created for the sole purpose of acting as the lead agency in the privatization of foster care services in accordance with section 409.1671, Florida Statutes.

ARTICLE IV **POWERS**

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized, including, but not limited to, providing child protection and welfare services; providing individual and group services and counseling to children and families to facilitate growth and reunification; helping abused, neglected, and abandoned children; and providing community education about the needs and issues of children in the furtherance of the tax exempt purposes of this Corporation. To these ends, the Corporation shall also have the power to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any real, personal, tangible or intangible property, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property; and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgement of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these articles, the Bylaws of the Corporation, or any laws applicable thereto.

In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE V
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The Corporation's principal office and/or mailing address to which the Secretary of State may mail any required notices shall be 1485 S. Semoran Blvd., Suite 1448, Winter Park, FL 32792.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The Corporation designates James Patrick as its registered agent.

The street address of the Corporation's registered office shall be 1485 S. Semoran Blvd., Suite 1448, Winter Park, FL 32792.

ARTICLE VII
MEMBERSHIP

The Corporation shall not have members and shall not issue membership certificates or stock.

ARTICLE VIII
PARTICIPATING ENTITIES

Full and Limited Participating Entities are the entities which shall lend or otherwise provide the initial capital estimated to be required for the operation of the Corporation and shall also provide an Operating Capital Fund to be used by the Corporation in the event of

unanticipated cash flow shortages. Capital contributions to the Corporation may be in the form of interest free loans and/or lines of credit. Additional loans or contributions of capital may be required, from time to time, for the continued operations of the Corporation, as may be approved by the unanimous vote of the Board of Directors. The terms and conditions of such capital contributions shall be governed by the Participating Entity Agreement.

The Full and Limited Participating Entities shall have the rights and responsibilities, including the right to appoint directors to the Board of Directors, as set forth, from time to time, in the Participating Entity Agreement.

Each Participating Entity shall have the right to appoint directors to the Board of Directors as provided in the Bylaws of the Corporation and the Participating Entity Agreement.

As provided in the Bylaws and the Participating Entity Agreement, the Participating Entities may voluntarily relinquish their respective rights hereunder, and additional Participating Entities may be added and granted rights to appoint directors in such manner as may be provided in the Bylaws and the Participating Entity Agreement.

ARTICLE IX **DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than twelve (12) natural persons who are 18 years of age or older but who need not be residents of Florida. The number of directors shall be fixed in the Bylaws of this Corporation. The number of directors may be adjusted from time to time by the Board of Directors as provided in the Bylaws of the Corporation.

The duration, term, and number of permitted terms of the directors and filling of vacancies shall be as set forth, from time to time, in the Bylaws. The Bylaws may provide for the removal of directors and the loss or suspension of voting rights of directors.

The Bylaws shall provide that the Board of Directors may establish an advisory group or board (an "Advisory Board") or other committee to serve at the pleasure of the Board of Directors, for such terms and with such qualifications and responsibilities as the Board of Directors may designate or authorize; provided however, that members of any Advisory Board shall not be entitled to vote upon any matters coming before the Board of Directors.

ARTICLE X **OFFICERS**

The officers of the Corporation shall consist of a President and Secretary and, at the discretion of the Board of Directors, a Treasurer and one or more Vice Presidents, each of whom shall be a natural person of eighteen years of age or older. The Board of Directors may elect or appoint such other officers and assistant officers and agents as may be deemed necessary. The Board of Directors shall fix the term of office and salaries of all the officers of the Corporation. Officers may be re-elected to serve subsequent terms. In the event of a vacancy in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term in accordance with the Bylaws of the Corporation.

All officers and agents of the Corporation shall have such authority and perform such duties in the management of the Corporation as are provided in the Bylaws.

ARTICLE XI **ELECTION OR APPOINTMENT OF DIRECTORS**

Directors of the Corporation shall be elected or appointed in the manner provided by and consistent with these articles and the Bylaws of the Corporation.

The Bylaws shall also provide for the elimination of the right of Participating Entities to appoint directors, by reason of the failure of any Participating Entity to comply with or violation of the provisions thereof.

ARTICLE XII **BYLAWS**

The Bylaws of the Corporation shall be approved by a unanimous vote of the Board of Directors, and thereafter may be altered or rescinded by a unanimous vote of the Board of Directors at a duly called meeting of the Board in accordance with the Bylaws.

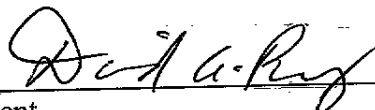
ARTICLE XIII **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XIV **DISSOLUTION AND DISTRIBUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

IN WITNESS WHEREOF, I have subscribed my name as President of the corporation
this 11th day of July, 2002.



President

I, James Patrick do hereby certify that I am the duly elected Secretary of the corporation and that the above is a true and correct copy of the Amended and Restated Articles of Incorporation duly adopted by written consent of the Board of Directors, thereof, convened and held in

accordance with law and the Bylaws of said corporation on July 11, 2002
and that such Amended and Restated Articles of Incorporation are now in full force and effect.

There are no members entitled to vote on these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the
corporate seal of said Corporation to be hereunto affixed, this 11th day of July,
2002.


Secretary