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CC
Amended/Restated
@ 4.20.15



Charity Services Centers, P.A.

April 10, 2015

Amendment Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation of A Mother's Care, Inc.

Dear Sir or Madam:

Enclosed please find *Amended and Restated Articles of Incorporation* for A Mother's Care, Inc., together with a check in the amount of 43.75 as payment of the fee for filing of the Amendment, and return of a Certified Copy of the Amended Articles.

Please return all correspondence concerning this matter to the following:

William R. Burdette
A Mother's Care, Inc.
2103 Coral Way, Suite 202
Miami, FL 33145
wrb@inetcharities.org

For further information concerning this matter, please call me at (305) 856-1148

Sincerely,

William R. Burdette

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
A MOTHER'S CARE, INC.**

Document Number of Corporation: N03000006251

A Mother's Care, Inc. (the "Corporation") was duly reinstated as a Florida Not for Profit Corporation on July 22, 2003, pursuant to Articles of Incorporation which were duly filed with the Florida Secretary of State on that date. Pursuant to the provisions of Section 617.1006, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to supersede the Articles of Incorporation of the Corporation as follows:

ARTICLE I

Name

The name of the Corporation is: **A MOTHER'S CARE, INC.**

ARTICLE II

Principal Office and Mailing Address

The address of the Corporation's principal office and its mailing address are 5861 NW 17th Avenue, Miami, FL 33150

ARTICLE III

Purpose and Duration of the Corporation

The Corporation is organized and operated exclusively to pursue one or more charitable, educational, scientific and/or religious purposes, including, without limitation, owning and operating a non-profit day care center. The Corporation shall exist perpetually.

ARTICLE IV

Manner of Appointment of Directors

Directors of the Corporation shall be appointed by the Board.

ARTICLE V

Registered Agent and Office

The name of the registered agent of the Corporation is Kenneth Stephens, residing at 8340 SW 10th Avenue, Miami, FL 33150.

ARTICLE VI

Officers and Directors

The name and address of the Officers and Directors of the Corporation are as follows:

Kenneth Stephens	President/Director	8340 NW 10 th Avenue, Miami, FL 33150
Cynthia Jacobs	Secretary, Treasurer/Director	8340 NW 10 th Avenue, Miami, FL 33150
Eddie Ford	Vice President/Director	2984 NW 199th Terrace, Miami, FL 33056

ARTICLE VII RESTRICTIONS ON DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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.

ARTICLE VIII DISSOLUTION CLAUSE

Upon the dissolution of the corporation, all 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 principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX REGISTERED AGENT

The name and address of the registered agent of the Corporation is: Kenneth Stephens, 8340 NW 10th Avenue, Miami, FL 33150

ARTICLE X INCORPORATOR

The name and address of the Incorporator was: Empire Corporate Kit of America, Inc., 2444 NW 7th Place, Miami, FL 33127

ARTICLE VII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE IX

Indemnification

The Corporation shall indemnify, to the full extent permitted by law, the Incorporator and any officer and director of the Corporation.

The undersigned hereby certifies as of the date hereof that the foregoing Amended and Restated Articles of Incorporation of the Corporation was duly approved and adopted by unanimous consent of the Directors of the Corporation, all in accordance with Section 617.1002 of the Florida Statutes and in accordance with the Bylaws of the Corporation. There are no members of the Corporation and therefor no requirement for approval of amendments by members.

IN WITNESS WHEREOF, the undersigned has caused these Amended and Restated Articles of Incorporation to be duly executed as of the 10th day of April, 2015.

A MOTHER'S CARE, INC

By 

Kenneth Stephens, President