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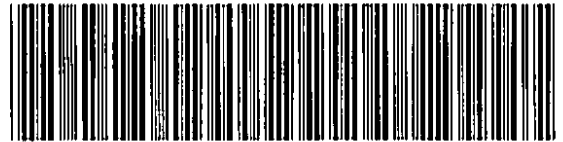
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
United Cerebral Palsy of Tampa Bay, Inc.
(a Florida Not-for-Profit Corporation)

Renamed Herein
SUNRISE CHILDREN'S SERVICES, INC.

These Amended and Restated Articles of Incorporation were approved by a majority vote of the Directors of Sunrise Children's Services, Inc. (formerly United Cerebral Palsy of Tampa Bay, Inc.) at a meeting called expressly for that purpose on February 6, 2020 and the number of votes cast by the Members and Directors in favor of the amendment to the Articles of Incorporation was sufficient for approval.

ARTICLE I

The name of this corporation (the "Corporation") is
Sunrise Children's Services, Inc.

ARTICLE II

The existence of this Corporation commenced on the June 22, 1984. The duration of the Corporation shall be perpetual.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business for the Corporation is:

1114 West Sligh Avenue
Tampa, FL 33604

The mailing address of this Corporation shall be:

9040 Sunset Drive
Miami, FL 33173

ARTICLE IV - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are as follows:

A. This Corporation is a Corporation not for profit as defined in the Florida Not-for-Profit Corporation Act. The Corporation is not formed for pecuniary profit.

B. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

C. This Corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida consistent with the purposes in Paragraph B, above.

ARTICLE V - LIMITATION

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its Members, Nonvoting Members, Directors or Officers, other private individuals, or organizations organized and operated for a profit; provided, however, 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 4 hereof, to the extent permitted by law.

B. Notwithstanding any other provision in these Articles, the Corporation shall not carry on any activities not permitted to be carried out by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in the Internal Revenue Code Section 509(a)(1),(2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a)(2).

C. No substantial part of the activities of the Corporation shall be the carrying on or 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 VI - MEMBERS

The Corporation shall have such members as are specified in the bylaws of the Corporation.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation and the name of the registered agent of this Corporation at such address are as follows:

Zachary Wray
9040 Sunset Drive
Miami, Florida 33173

ARTICLE VIII - BOARD OF DIRECTORS

The management of this Corporation shall be vested in a Board of Directors. The number of Directors constituting the current Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The

manner of election of Directors of the Corporation shall be provided in the By-Laws of the Corporation. The names and addresses of the current Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anthony Schettino	3108 W. Lawn Avenue Tampa, FL 33629
Gloria A. Wetherington	240 Neptune Drive Lauderdale by the Sea, FL 33308
William Lank	2733 NE 37 th Drive Ft. Lauderdale, FL 33308
Chip Storm	4120 W. Tara Street Tampa, FL 33629
Sal Litrico	3305 S. Shamrock Rd. Tampa, FL 33629
William Owens	27537 Hickory Bay Drive Bonita Springs, FL 34103
Gregory Hicks	5 Far Hills Drive Avon, CT 06001

ARTICLE IX - DISSOLUTION

In the event of dissolution or final liquidation of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

(a) a not-for-profit organization or organizations which may have been created to succeed the Corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a not-for-profit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE X - RESTATEMENT OF PRIOR ARTICLES OF INCORPORATION

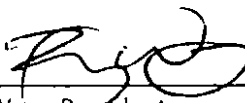
Provisions of the original Articles of Incorporation regarding commencement of corporate existence and any other provision required by law to be retained or included in Articles of Incorporation are restated and all other portions of the original Articles of Incorporation and amendments thereto are hereby deleted.

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

These Amended and Restated Articles of Incorporation were duly adopted by a majority vote of the Directors and Members present at the special meeting held **February 6, 2020**. The Amended and Restated Articles are hereby adopted this **6th** day of **February 2020**, with an effective date of **March 1, 2020**.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this **6th** day of **February 2020, Effective as of 12:01 AM, March 1, 2020, or if later, the date of filing with the Florida Secretary of State.**



Zach Wray, President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Sunrise Children's Services, Inc.
2. The name and address of the registered agent and office is:

Zachary Wray
9040 Sunset Drive
Miami, Florida

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Zachary Wray Date

STATE OF FLORIDA
COUNTY OF Miami-Dade

SWORN TO AND SUBSCRIBED BEFORE me this 4thth day of March 2020 by Zachary Wray, who is personally know to me or Produced Identification . Type of Identification Produced: _____

Lidia Rebellon-Lumpkin
NOTARY: Print name
My Commission Expires: _____



NOTARY: Signature

