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BASIC AMENDMENT

JEWISH ADOPTION AND FOSTER CARE OPTIONS, INC.

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Amended & Restated
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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JEWISH ADOPTION AND FOSTER CARE OPTIONS, INC.

Jewish Adoption and Foster Care Options, Inc., (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on March 15, 2004.

2. The Amended and Restated Articles of Incorporation were adopted at a meeting of the Trustees on August 17, 2004 by a 2/3 majority consent of the Board of Trustees.

3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

FIRST: The name of the Corporation shall be JEWISH ADOPTION AND FOSTER CARE OPTIONS, INC. (hereinafter the "Corporation").

SECOND: The mailing address and principal office of the Corporation is 4200 N. University Drive, Sunrise, Florida 33351.

THIRD: The initial registered office of the Corporation is c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33020, and its incorporator and initial registered agent at that address is Gene K. Glasser.

FOURTH: The purpose of which the corporation is organized shall be:

- (i) To assist Jewish children in finding Jewish foster and adoptive homes.
- (ii) To help recruit Jewish foster and adoptive parents and help facilitate their licensing and placement.

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- (iii) To provide physical, emotional, educational and religious support services to Jewish children in need of foster and adoptive placements.
- (iv) To provide an enriched environment for homeless Jewish children consisting of, but not limited to, experiences which will promote their physical, social, and spiritual growth, and which go beyond simply meeting their basic needs.
- (v) To provide and assist homeless Jewish children in the development of career goals, skills and training.
- (vi) To provide training and consultation to other agencies and organizations.
- (vii) To facilitate the development of social service research related to Jewish foster care and adoption.
- (viii) To raise funds for the promotion of the above objectives and the promotion of Jewish foster care and adoption.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Trustees or Directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article FOURTH hereof. No Trustee,

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Director or officer, however, shall be entitled to compensation for services rendered. All distributions by the Corporation must be in accordance with the Corporation's exempt purpose. All funds distributed in accordance with the Corporation's exempt purpose in accordance with Article FOURTH above shall be for whatever programs, capital improvements and needs are in accordance with Article FOURTH above, as determined by the Board of Trustees of the Corporation.

SIXTH: It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) (3) of the Code, and that is other than a private foundation by reason of being described in Section 509(a) (1) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c) (3) of the Code. Further, 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.

SEVENTH: The Trustees shall be such persons who from time to time meet the qualifications provided in this Article SEVENTH. There shall initially be nineteen (19) Trustees. However, the Corporation shall never have more than twenty-five (25) Trustees nor less than ten (10) Trustees. Each Trustee shall be entitled to one (1) vote upon any

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matter properly submitted to the Trustees for their vote. The initial Trustees and their respective addresses are:

Ron Simon	10540 La Reina Road, Delray Beach, FL 33446
Mara Gober	3072 Old Still Lane, Weston, FL 33331
Rabbi Bernhard Presler	13000 S.W. 29 th Court, Davie, FL 33330
Steve Welchoiz	800 S. Ocean Blvd., #304, Boca Raton, FL 33432
Denise Simon	10540 La Reina Road, Delray Beach, FL 33446
Sandi Simon	1800 N.E. 114 th Street, PH 3, N. Miami, FL 33181
Ellyn Bogandoff	921 S.E. 11 th Court, Ft. Lauderdale, FL 33316
David Sommer	7601 Banyan Way, Tamarac, FL 33321
Jerry Manowitz	8514 N.W. 77 th Street, Tamarac, FL 33321
Claire Manowitz	8514 N.W. 77 th Street, Tamarac, FL 33321
Jacqueline Lederman	6185 N.W. 77 th Place, Parkland, FL 33067
Helene Welchoiz	800 S. Ocean Boulevard, #304, Boca Raton, FL 33432
Ken Morris	1776 Pine Island Road, Suite 318, Plantation, FL 33322
Alan Levy	1287 W. Atlantic Boulevard, Pompano Beach, FL 33069
Dorinne Gerstin	3201 St. Anne Drive, Boca Raton, FL 33496
Dave Davis	6205 Royal Poinciana Lane, Tamarac, FL 33319
Morris Small	5001 Woodlands Blvd., Tamarac, FL 33319
Ronald Glantz	Glantz & Glantz, 951 S.W. 6 th Street, Plantation, FL 33324
Maurice D. Plough Jr.	4799 N.W. 26 th Avenue, Boca Raton, FL 33434

All Trustees shall be selected by JAFCO Holding, Inc. The Trustees shall serve three (3)-year terms; however, one-third (1/3) of the initial Trustees shall serve a one (1)-year term, one-third (1/3) of the initial Trustees shall serve a two (2)-year term and one-third (1/3) of the initial Trustees shall serve a three (3)-year term, as shall be designated for each

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at the time of their appointment. Thereafter all Trustees shall serve three (3)-year terms.

A vacancy among any Trustee shall be filled by a majority vote of the then Board of Trustees of JAFCO Holding, Inc. Any Trustee may be removed with or without cause by a majority vote of the Trustees.

The number of Trustees may be decreased or increased but not less than or more than the limit set forth above in this Article SEVENTH. Notwithstanding anything contained herein to the contrary, at least three (3) Trustees must also be a currently serving Trustee of JAFCO Holding, Inc. It is the intent that the Trustees of the Corporation shall endeavor to maintain a close and working relationship with the Board of Trustees of JAFCO Holding, Inc.

EIGHTH: The affirmative vote of two-thirds (2/3) of all of the Trustees shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation; or
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

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Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in Broward County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NINTH: Except as provided in Article EIGHTH the affirmative vote of a majority of the Trustees shall be required for the authorization or taking of any action by the Trustees.

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TENTH: There will not be any members of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami, Florida,

this 19th day of August, 2004.

Witnesses:

Daniel P. [Signature]
Neil [Signature]

[Signature]
RONALD D. SIMON, Incorporator

STATE OF FLORIDA

COUNTY OF Broward } SS:

BE IT KNOWN, that on the 19 day of August, 2004, before me, a Notary Public in and for the State of Florida, duly commissioned and sworn, personally came and appeared RONALD D. SIMON, who is personally known to me to be the same person described in and who executed the within Amended and Restated Articles of Incorporation or who has produced _____ as identification, and he acknowledged the within to be his act and deed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

Linda Pasternak
Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned accepts the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation.

[Signature]
GENE K. GLASSER, Registered Agent

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