

N04 000011608

Florida Department of State

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Amended & Restated Ant

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
JFCS REALTY, INC.**

These Amended and Restated Articles of Incorporation of JFCS REALTY, INC., a corporation not-for-profit under the laws of the State of Florida (the "Corporation"), and the provisions of Chapter 617, Florida Statutes, are adopted and filed pursuant to the provisions of Sections 617.1001, 617.1007, Florida Statutes, as amended, and have been duly authorized, approved and adopted by the Board of Directors of the Corporation by unanimous written consent dated as of March 28, 2007. The Articles of Incorporation of the Corporation were originally filed with the Florida Department of State, Divisions of Corporation, on December 14, 2004, having an effective date of January 1, 2005, and assigned document number N04000011608. The Articles of Incorporation of the Corporation are amended and restated to read as follows:

**ARTICLE I
NAME**

Section 1.1 Name. The name of the Corporation is JFCS REALTY, INC.

Section 1.2 Address of Principal Office. The address of the principal office of the Corporation is 6261 Dupont Station Court East, Jacksonville, Florida 32217-5582.

Section 1.3 Mailing Address. The mailing address of the Corporation is 6261 Dupont Station Court East, Jacksonville, Florida 32217-5582.

**ARTICLE II
PURPOSE**

The Corporation is a not for profit corporation organized and shall be operated exclusively for the purpose of holding title to property to be used exclusively for charitable, religious, scientific and educational purposes, collecting income therefrom, and remitting the entire amount of income, less expenses and reasonable operating reserves, to Jewish Family and Community Services, Inc., a Florida not-for-profit corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law (the "Code") or to such other organization or organizations as shall be exempt from federal income taxation under Section 501(c)(3) of the Code.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law in these Articles or the bylaws of the Corporation (the "Bylaws").

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Section 3.2 Number and Election. The number of Directors of the Corporation shall be a minimum of three (3) persons, provided, however, that such number may be increased or decreased in accordance with the Bylaws, but shall never be less than three (3). The Directors, including any ex officio Directors who may be provided for in the Bylaws of the Corporation, shall be elected to appointed in such manner and to serve for such terms as shall be provided in the Bylaws of the Corporation. The duties of the Directors shall be as regulated by the Bylaws of this Corporation.

Section 3.3 Directors. The names and addresses of the members of the Board of Directors as of the date of these Amended and Restated Articles are as appointed by resolution of the Board of Directors of even date herewith.

ARTICLE IV **LIMITATIONS**

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(2) of the Code.

ARTICLE V **DISSOLUTION**

Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to Jewish Family and Community Services, Inc., or to such other organization or organizations organized and operated for charitable, educational or scientific purposes as the Board of Directors shall determine; provided, however, that any organization, other than a governmental body or agency, to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE VI **REGISTERED AGENT**

The street address of the registered office of this Corporation is 5150 Belfort Road, Building 101, Belfort Road South Professional Park, Jacksonville, Florida 32256-6010, and the name of the registered agent of this Corporation at that address is Lawrence V. Ansbacher.

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**ARTICLE VII
MEMBERSHIP**

Section 7.1 Nonstock Basis. The Corporation is organized upon a non-stock basis and shall not issue shares of stock. Membership may but need not be evidenced by a certificate of membership.

Section 7.2 Member. The Corporation shall have one member, which shall be Jewish Family and Community Services, Inc. ("Member")

**ARTICLE VIII
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE IX
INDEMNIFICATION**

Subject to the Bylaws, the Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE X
BYLAWS**

Bylaws, not inconsistent with the law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed by the Member.

**ARTICLE XI
AMENDMENTS**

These Amended and Restated Articles of Incorporation and any new amendments may be adopted and amended by the Member.

**ARTICLE XII
POWERS**

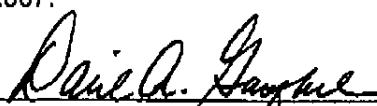
Subject to the limitations set forth in Articles II, IV and V, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

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The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors of the Corporation effective March 28, 2007, in accordance with Section 617.1007, Florida Statutes. The restatement does not contain any amendments requiring member approval, and accordingly approval by the Board of Directors is sufficient for adoption.

The undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation as of this 28th day of March, 2007.



David A. Garfinkel, President