

**N05000000408**

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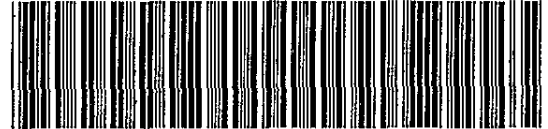
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*Amend, Rest.*

**G. Ouellette** JAN 25 2005

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Joy & Care-Giving Foundation, Inc.

**DOCUMENT NUMBER:** N05000000408

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carrie Hesco  
(Name of Contact Person)

Carrie R. Hesco, P.A.  
(Firm/ Company)

P.O. Box 352411  
(Address)

Palm Coast, FL 32135  
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Carrie Hesco at ( 386 ) 445-1701  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**

OF

JOY & CARE-GIVING FOUNDATION, INC.

DOCUMENT NUMBER: N05000000408

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not for Profit Corporation, hereby adopts the following amended Articles of Incorporation.

**ARTICLE I**

**Corporate Name**

The name of this corporation is:

JOY & CARE-GIVING FOUNDATION, INC.

**ARTICLE II**

**Principal Place of Business**

The principal place of business and mailing address for the corporation shall be 60 Surfview Drive, #121, Palm Coast, FL 32137.

**ARTICLE III**

**General and Specific Purposes**

This is a nonprofit corporation organized for the charitable and educational purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations. More particularly, to conduct programs and activities, sponsor research and promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests, of money, real and personal property, or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value,

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or other property, real or personal, and make expenditures and distributions to or for the benefits of those in need around the world.

#### **ARTICLE IV**

##### **Management of Corporate Affairs**

###### **A. Board of Directors:**

1. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of Directors shall not be less than three (3) nor more than thirteen (13), provided, however, that the actual number shall be set forth in the By-Laws duly adopted or amended.

2. The Directors named herein shall hold office until the next meeting of members held for the election of Directors. Thereafter, members of the Board of Directors shall be elected at the annual meeting of members pursuant to the By-Laws of the corporation. In the event that a vacancy on the Board of Directors should occur for any reason, the vacancy may be filled by the assent of a majority of the remaining Directors to serve until the next annual election.

3. Any action required or permitted to be taken by the Board of Directors under any provision of law, may be taken without a meeting, provided that all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action taken by written consent shall have the same force and effect as if taken by a unanimous vote of the Board as permitted under these Articles of Incorporation, and a statement to that effect shall be prima facia evidence of such authority.

4. The names and addresses of the initial members of the Board of Directors are as follows:

Julita Hilo	8. Whitestone Place, Palm Coast, FL 32164
Violeta Lara	5 Valencia Court, Palm Coast, FL 32137
Brenda Lagonera	67 River Trail Drive, Palm Coast, FL 32164

###### **B. Officers:**

The officer positions of the corporation shall be designated in the By-Laws and filled by annual election in the manner prescribed in the By-Laws. The following persons shall serve as corporate officers until such time as officers are elected at a duly held meeting for such election:

President	Josefina C. Garcia
Vice President	Bayani A. Garcia
Secretary	Josefina C. Garcia
Treasurer	Josefina C. Garcia

## **ARTICLE V**

### **Registered Agent and Office**

The address of the corporation's registered office shall be 60 Surfview Drive, # 121, Palm Coast, FL. 32137 and the name of its registered agent at that address is Josefina C. Garcia.

## **ARTICLE VI**

### **Duration**

The term of existence is perpetual.

## **ARTICLE VII**

### **Earnings & Activities of Corporation**

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, 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 IV hereof.

B. 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 any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in

any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE VIII**

### **Distribution Of Assets**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for 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 organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall from time to time qualify as an exempt organization (s) under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County in which the principal office of the corporation is 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**

### **Membership**

Active membership shall be persons of good moral character whose associations in business or profession and private life are above reproach, and shall be public-spirited citizens who have a sincere interest in the welfare of the Foundation and its members. Any person meeting these qualifications shall be eligible for active membership upon written application duly endorsed by an active member and approved by the Board of Directors.

## **ARTICLE X**

### **Amendment of the By-Laws**

Any amendments to the By-Laws of the corporation shall be made as set forth in the By-Laws, subject to the limitations set forth in the Corporations Not For Profit Law of the State of Florida.

**ARTICLE XI**

**Dedication of Assets**

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual, except as provided elsewhere herein.

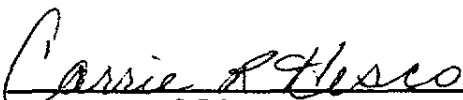
**THE UNDERSIGNED**, being the incorporator of this corporation, for the purpose of adopting these Amended Articles of Incorporation under the laws of the State of Florida, have executed these Amended Articles of Incorporation this 18th day of January, 2005 and states that the amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.



**Josefina C. Garcia, President**

STATE OF FLORIDA:  
COUNTY OF FLAGLER:

I HEREBY CERTIFY that before me, a Notary Public, personally appeared Josefina C. Garcia, to me and known by me to be the persons described as Subscriber, and who executed the foregoing Amended Articles of Incorporation on this 18th day of January, 2005.



**Notary Public**

My Commission Expires: 3/16/07

