

# NO5000004345

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*Am Restated*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**HANLEY CENTER FOUNDATION, INC.**

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-for-Profit Corporation Act (the "Act"), HANLEY CENTER FOUNDATION, INC., a Florida not-for-profit corporation (the "Corporation") originally incorporated on April 6, 2005, does hereby certify that these Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of its Board of Directors on October 29<sup>th</sup>, 2015. The Corporation's Document Number is N05000004345.

**ARTICLE I**

**NAME; ADDRESS**

The name of the Corporation shall hereinafter be HANLEY CENTER FOUNDATION, INC. The principal place of business of this Corporation shall be 900 54<sup>th</sup> Street, West Palm Beach, Florida 33407 or such locations as determined by the Board.

**ARTICLE II**

**PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: providing substance abuse prevention and educational programs for parents, caregivers and school age children, and providing financial aid scholarships for patients who cannot otherwise afford treatment for addiction.

**ARTICLE III**

**NATURE OF CORPORATION**

Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

- (a) The Corporation shall be a non-profit corporation and shall have no authority to issue capital stock.
- (b) The Corporation shall be a non-membership corporation.

(c) The affairs and business of the Corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one (1) vote. The directors and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the Corporation.

(d) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth, except that the Corporation may pay reasonable compensation for services rendered; and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and 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. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(e) Except as otherwise provided by law, the Corporation may at any time be dissolved by the affirmative vote of two-thirds of the then-sitting Board of Directors. Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(f) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the Bylaws of the Corporation, the following provisions shall apply:

(c) The affairs and business of the Corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one (1) vote. The directors and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the Corporation.

(d) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth, except that the Corporation may pay reasonable compensation for services rendered; and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and 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. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(e) Except as otherwise provided by law, the Corporation may at any time be dissolved by the affirmative vote of two-thirds of the then-sitting Board of Directors. Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(f) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the Bylaws of the Corporation, the following provisions shall apply:

(i) The Corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(g) Except as may otherwise be required by law, the Corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(h) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall have no fewer than three (3) and no more than thirty (30) individuals, as determined by the Board from time to time. The Board of Directors shall maintain minutes of all meetings in accordance with the requirements of the Bylaws. The Board of Directors shall be elected in accordance with the Bylaws.

#### **ARTICLE V**

##### **TERM OF EXISTENCE**

The Corporation is to exist perpetually.

#### **ARTICLE VI**

##### **REGISTERED AGENT**

The Registered Agent shall be HAILE SHAW & PFAFFENBERGER, P.A., 660 U.S. Highway One – Third Floor, North Palm Beach, Florida 33408.

**ARTICLE VII**  
**RESTATEMENT**

The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

**ARTICLE VIII**  
**AMENDMENT OF ARTICLES**

These Articles of Incorporation may only be amended after approval by the majority of the then-sitting Board of Directors.

**ARTICLE IX**  
**BYLAWS**

The power to alter, amend or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

**ARTICLE X**  
**INDEMNIFICATION**

The Corporation shall have the power, to the fullest extent provided by law and as further set forth in the Bylaws, to indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitute gross negligence or willful misconduct, in his or her capacity as a director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise in which he or she served as such at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any

appeal thereof. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said director, officer, employee or agent may be entitled.

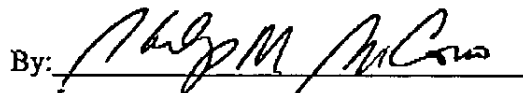
IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation, this 18~~th~~ day of November, 2015.

  
DAVID FRITZ, Chairman

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid corporation. We are familiar with, and accept the obligations of Chapter 617 of the Florida Statutes.

HAILE, SHAW & PFAFFENBERGER, P.A.

By:   
Philip M. DiComo, Esq.

Date: November 18, 2015