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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
VOICES FOR CHILDREN FOUNDATION, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VOICES FOR CHILDREN FOUNDATION, INC.**

**(A Florida Not-For-Profit Corporation)**

The undersigned, Kadie Black, being the President and Chief Executive Officer of **VOICES FOR CHILDREN FOUNDATION, INC.**, a Florida not-for-profit corporation (the "Foundation"), states as follows:

1. The original Articles of Incorporation of the Foundation were filed with the Secretary of the State of Florida on November 1, 1984.
2. Articles of Amendments were subsequently filed on June 18, 1997 and January 14, 2002.
3. Pursuant to the requirements of Sections 617.1007 of the Florida Not For Profit Corporation Act, the undersigned certifies, attests and serves notice that the Articles of Incorporation of the Foundation are amended and restated in their entirety to read as follows:

**ARTICLE 1**

**NAME**

The name of the corporation shall be **VOICES FOR CHILDREN FOUNDATION, INC.** (the "Foundation").

**ARTICLE 2**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Foundation is 601 NW 1st Court, 10th Floor, Miami, FL 33136.

**ARTICLE 3**

**PURPOSE**

This Foundation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Foundation is organized and shall be operated to carry out the following purposes:

- (a) To operate for the advancement of charity, education and to provide services for abused and neglected children and their families of Miami-

Dade County, Florida, and for other charitable purposes, by the distribution of its funds for such purposes.

- (b) To carry on such other activities in furtherance of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and are exempt from federal income tax under Section 501(c)(3) of the Code.

#### ARTICLE 4

#### MEMBERSHIP

The Foundation shall have no members.

#### ARTICLE 5

#### REGISTERED OFFICE AND AGENT

The street address of the registered office of the Foundation is 601 NW 1st Court, 10th Floor, Miami, FL 33136, and the name of the Foundation's registered agent at that address is Blain Heckaman.

#### ARTICLE 6

#### OFFICERS AND/OR DIRECTORS

The affairs of this Foundation shall be managed by a Board of Directors (individually a "Director"). The number of Directors may be increased or decreased from time to time as set forth in the Bylaws of the Foundation, but shall never be less than three (3) nor greater than forty (40). The manner of election of members of the Board of Directors shall be as set forth in the Bylaws of the Foundation.

#### ARTICLE 7

#### BYLAWS

The Bylaws of the Foundation may be amended and/or restated by act of the Board of Directors of the Foundation.

#### ARTICLE 8

#### DISSOLUTION

Upon the dissolution of the Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Foundation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Code (or any corresponding provision of any future federal tax laws), as selected by the Board of Directors.

## ARTICLE 9

### LIMITATIONS

No part of the net earnings of the Foundation shall inure to the benefit of, its Directors, officers or other private persons, except that the Foundation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of any of its charitable purposes. No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Foundation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Code (or the corresponding provision of any future federal tax laws), or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Code (or the corresponding provision of any future federal tax laws).

The undersigned President and Chief Executive Officer has executed these Amended and Restated Articles of Incorporation after adoption by the Board of Directors the 12<sup>th</sup> day of September, 2024.

A handwritten signature in black ink, appearing to read 'Kadie Black', written over a horizontal line.

Kadie Black, President and Chief Executive Officer