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FILED
OCT 15 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended/Restated

OCT 23 2013

A. WHITE

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Voices For Children of Okeechobee and The Treasure Coast, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: James Pawlak
Name (Printed or typed)

8538 SE Retreat Drive
Address

Hobe Sound, FL 33455
City, State & Zip

772-546-1841
Daytime Telephone number

j.pawlak2000@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VOICES FOR CHILDREN
OF
OKEECHOBEE AND THE TREASURE COAST, INC.**

FILED

10 OCT 15 AM 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation shall be Voices for the Children of Okeechobee and The Treasure Coast, Inc. (hereinafter referred to as the "Corporation"). Its initial principal office shall be at 8538 SW Retreat Dr, Hobe Sound, Florida 33455 or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
PURPOSE**

The purpose for which the Corporation is organized is exclusively for charitable purposes, to raise funds to support the Guardian ad Litem program of the 19th Judicial Circuit, which encompasses the counties of Martin, Saint Lucie, Indian River and Okeechobee, in order to ensure that there is an advocate for 100% of the abused, neglected and abandoned children in the dependency system within the four counties; raise awareness of the plight of neglected, abandoned, and abused youth in Martin, Saint Lucie, Indian River and Okeechobee counties in Florida.

**ARTICLE III
POWERS**

The powers of the Corporation shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Corporation shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles.

Section 2. Necessary Powers. The Corporation shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

1. The power to perform fund-raising for the program contemplated herein.
2. The power to purchase supplies and materials for the program contemplated herein and to execute contracts on behalf of the Corporation.
3. The power to expend monies collected for the purpose of paying expenses of the Corporation.
4. The power to employ personnel required to perform the services and duties required of or to be performed by the corporation and/or to contract with others for the performance of such services and/or duties.

5. The power to enforce by any legal means the provisions of these Articles, and the By-Laws promulgated by the Corporation from time to time.

6. The power to borrow money and to select depositories for the Corporation's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.

7. The power to appoint committees as the Board of Directors may deem appropriate.

8. The power to adopt, alter and amend or repeal the By-Laws of the corporation as may be desirable or necessary for the proper management of the corporation.

9. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described to promote the objectives of the Corporation.

Section 3. Funds and Title to Property. All funds and title to all property acquired by the Corporation and the proceeds thereof shall be held in the name of the Corporation.

ARTICLE IV **DIRECTORS**

Section 1. At the first annual meeting of the Corporation and at each annual meeting thereafter, the then serving Directors shall elect successors to serve for a two year and/or three year term. The number of Directors initially shall be five (5), but such number, from time to time, may be increased or decreased by the Board of Directors to a number not less than five (5) nor more than seven (7), except as may otherwise be provided in the By-Laws.

Section 2. The method of removal, filling of vacancies and terms of office shall be set forth in the By-Laws of the Corporation.

ARTICLE V **PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any director, officer, or any other private individual and as such they will have no interest in or title to any of the property or assets of the Corporation, nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable purposes, it being intended that all such earnings and assets shall be used and expended solely for the purpose stated in Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI **OFFICERS COMPENSATION AND INDEMNIFICATION**

Section 1. An Officer or Director of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer or Director. Nothing herein shall prohibit the Corporation from reimbursing its Officers and Directors for all expenses reasonably incurred in performing services to the Corporation.

Section 2. The corporation shall indemnify its Directors, Officers and Committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceeding and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Committee member, employee or agent, and shall inure to the benefits of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to, and exclusive of, all other rights to which such Officer, Director or Committee member of the Corporation may be entitled.

Section 3. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee or agent of the corporation or is or was serving at the request of the Corporation as a Director, Officer, Committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, as arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of this Article.

ARTICLE VII **AMENDMENT**

Amendments to these Articles shall be proposed and adopted as follows:

- A. Any Board member may propose an amendment and submit written notice of same to each Board member within the time frame and in the manner set forth in the By-Laws for Notice of Meetings.
- B. Amendments to these Articles of Incorporation shall require the affirmative vote of Board members casting two thirds (2/3rds) of the total votes in favor of such amendment.
- C. Approved amendments to these articles shall be executed and delivered to the Department of State as provided by Florida law.

ARTICLE VIII **DURATION**

The period of duration of the Corporation is perpetual.

ARTICLE IX
CAPITAL STOCK

The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

ARTICLE X
DISSOLUTION

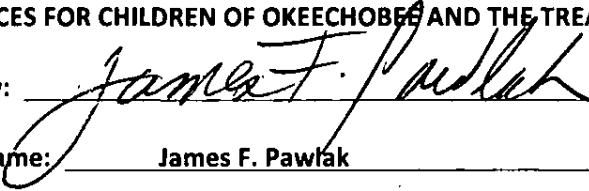
In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed as permitted by Florida law or a court having jurisdiction: (i) first to the Guardian ad Litem program of the 19th Judicial Circuit representing the children of Martin, Saint Lucie, Okeechobee and Indian River counties; or (ii) in the event the Guardian ad Litem program of the 19th Judicial Circuit is no longer in existence, to one or more organizations operated exclusively for charitable purposes and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, for the purpose for which the corporation was organized.

ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE

The street address of the registered office of the Corporation is 8538 SW Retreat Dr., Hobe Sound, Florida 33455 and the name of the registered agent of this corporation is James F. Pawlak.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation have been executed, effective as of September , 2013.

VOICES FOR CHILDREN OF OKEECHOBEE AND THE TREASURE COAST, INC.

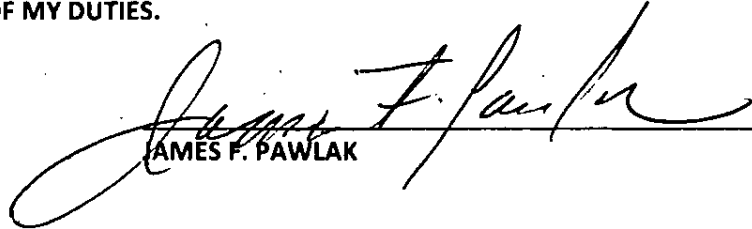
By: 

Name: James F. Pawlak

Its: President

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


JAMES F. PAWLAK

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VOICES FOR CHILDREN
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OKEECHOBEE AND THE TREASURE COAST, INC.**

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In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed as permitted by Florida law or a court having jurisdiction: (i) first to the Guardian ad Litem program of the 19th Judicial Circuit representing the children of Martin, Saint Lucie, Okeechobee and Indian River counties; or (ii) in the event the Guardian ad Litem program of the 19th Judicial Circuit is no longer in existence, to one or more organizations operated exclusively for charitable purposes and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, for the purpose for which the corporation was organized.

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VOICES FOR CHILDREN OF OKEECHOBEE AND THE TREASURE COAST, INC.

By: _____

Name: _____

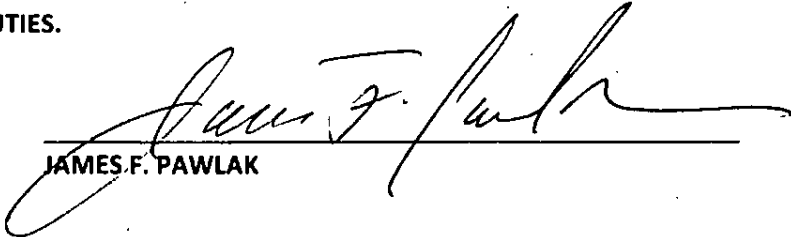
James F. Pawlak

Its: _____

President

ACCEPTANCE OF REGISTERED AGENT

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JAMES F. PAWLAK