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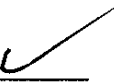
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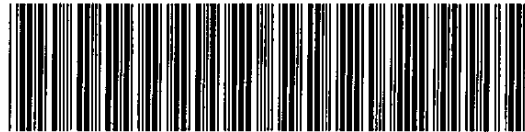
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ADOPT-A-FAMILY

of the Palm Beaches, Inc.

January 11, 2008

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

Re: Restated Articles of Incorporation for
ADOPT-A-FAMILY OF THE PALM BEACHES, INC.

Gentlemen:

Enclosed are an original and one (1) photocopy of our agency's Restated Articles of Incorporation along with a check for \$52.50 to cover the filing fee, certified copy, and certificate of status.

Should you have any questions, please feel free to contact me via phone (561-253-1361), regular mail, or e-mail (wtippett@adoptafamilypbc.org). Thank you.

Sincerely,


Wendy A. Tippet, MNM
Executive Director

WAT:flg
Enclosures

Leaders in helping families help themselves.



1712 Second Avenue North, Lake Worth, FL 33460-3210
Phone: (561) 253-1361 Fax: (561) 253-1370
www.adoptafamilypbc.org



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
ADOPT-A-FAMILY OF THE PALM BEACHES, INC.**
(a Florida Not-for-Profit Corporation)

Adopt-a-Family of the Palm Beach
(hereinafter called the "Corporation"), hereby certi
Florida that the Corporation desires to amend and re
in effect, pursuant to the provisions of §§617.10
Therefore, the Articles of Incorporation of the Corps
striking out in its entirety the existing Articles of Inc
the following:

original

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a lieu thereof

FIRST: The name of the corporation (which is hereinafter called the
"Corporation") is:

Adopt-A-Family of the Palm Beaches, Inc.

SECOND: The Corporation is organized exclusively for charitable
purposes. The general nature of the corporate purpose shall be:

1. To restore families in crisis to stability and self-sufficiency;
2. To provide services to families that include but are not limited to:
 - Emergency services,
 - Homeless intervention,
 - Homeless prevention,
 - After-school or out-of-school care for school-aged children,
 - Comprehensive supportive housing,
 - Community outreach and education;
3. To provide permanent affordable housing to families earning less
than 80% of the Palm Beach County Area Median Income; and
4. To accept donations, both monetary and otherwise, from public
and private sources willing to help the corporate purpose.

The foregoing clauses setting forth the nature of the corporate purposes
shall be construed as objects and powers in furtherance, and not in limitation, of
the general powers conferred upon not-for-profit corporations by the laws of the
State of Florida currently in effect. It is hereby expressly provided that the
foregoing enumeration of specific powers shall not be held to restrict in any
manner nor conflict therewith the powers of the Corporation, and that the
Corporation may do any and everything necessary, suitable, or proper, subject to

the laws of Florida regarding not-for-profit corporations, for the accomplishment of any of the purposes or objects hereinbefore enumerated.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 of the Corporation set forth herein. 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the "Code"), or (ii) by a corporation, contributions to which are deductible under the Code Section 170(c)(2).

THIRD: At no time shall the Corporation have or issue shares of stock nor shall the Corporation pay any dividend or distribute any part of its income to its directors or officers.

FOURTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

FIFTH: The principal place of business of the Corporation shall be 1712 Second Avenue North, Lake Worth, Florida, 33460, with the privilege, however, of having branch offices or places of business in any other place or places within or without the State of Florida. The current registered office shall be 1712 Second Avenue North, Lake Worth, Florida, 33460, and the current registered agent at such address is Wendy A. Tippet.

SIXTH: The number and manner of election of the Corporation's directors and officers shall be as stated in the Corporation's Bylaws.

SEVENTH: The name and address of each initial incorporator for the Corporation are:

Lucille Runyon	255 South County Road Palm Beach, FL 33480
Kay Mansolill	826 Evernia Street West Palm Beach, FL 33402
Jayne Ellison	8620 Uranus Terrace Lake Park, FL 33403

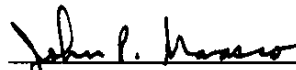
EIGHTH: The Board of Directors of this Corporation shall adopt Bylaws for the conduct of its business, and such Bylaws shall be subject to confirmation by the Board of Directors.

NINTH: These Restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a quorum vote of the Board of Directors of the Corporation.

* * *

CERTIFICATE

These Restated Articles of Incorporation have been adopted by the Board of Directors of Adopt-A-Family of the Palm Beaches, Inc. on NOVEMBER 30, 2007. Adopt-A-Family is not a membership organization.


 John P. Marasco
 President
 Board of Directors

STATE OF FLORIDA)
): SS.
 COUNTY OF PALM BEACH)

On this day, before me, personally appeared John P. Marasco, to me well known to be the person described in and who executed the foregoing Restated Articles of Incorporation, and he acknowledged that he executed the same freely and voluntarily and for the purpose expressed therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, this 30 day of NOVEMBER, 2007.


 Notary Public



David G. Eakin
 Commission #DD332148
 Expires: Aug 08, 2008
 Bonded Thru
 Atlantic Bonding Co., Inc.