

Division of Corporations

Page 1 of 1

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YCCP, INC.**

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Corporate Filing Menu

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
YCCP, INC.**

The undersigned, pursuant to the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes 2009), as may be amended from time to time (the "Act"), hereby executes the following Amended and Restated Articles of Incorporation (the "Articles"), which supersede and take the place of the previously existing articles of incorporation of YCCP, INC. (the "Corporation"), including all provisions and amendments thereto.

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be, YCCP, INC. The principal place of business and mailing address of the Corporation is 3015 Parental Home Road, Jacksonville, Florida 32216.

**ARTICLE II  
PURPOSE**

The Corporation has been organized as a title holding company within the meaning of §501(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. The exclusive purpose of the Corporation is to hold title to property, collect income therefrom, and turn over the entire amount of income less expenses to its parent organization, the YOUTH CRISIS CENTER FOUNDATION, INC., a Florida Not for Profit Corporation, which is an exempt organization under §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

**ARTICLE III  
BOARD OF DIRECTORS**

Subject to any limitations of these Articles, the State of Florida Not For Profit Corporation Act, or the Corporation's Bylaws, all business affairs and corporate powers shall be

exercised by, or be under the authority of the Board of Directors. The Board of Directors shall be elected at an annual meeting or appointed in accordance with the provisions of the Corporation's By-Laws. In no event shall the Board of Directors consist of less than three (3) persons.

#### **ARTICLE IV**

##### **REGISTERED AGENT**

The street and mailing address of the initial registered office of the Corporation in Florida shall be 1102 A1A North, Suite 108, Ponte Vedra Beach, Florida 32082, and its initial registered agent at that address shall be JAMES V. WALKER.

#### **ARTICLE V**

##### **DURATION**

The period of duration is perpetual unless the Corporation shall be dissolved according to the laws of the State of Florida.

#### **ARTICLE VI**

##### **POWERS**

In general, to do any and all acts and things, and to exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida; provided, however, such operation shall be strictly maintained in a manner which promotes continuous compliance with the provisions of §501(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or hereafter replaced, or under any corresponding sections of any subsequent federal tax laws or regulations, covering the distribution of net income to an organization exempt under §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

The corporation shall have all the powers set forth in Florida Statute §617.0302 (2009) unless specifically prohibited by these Articles.

**ARTICLE VII**  
**LIMITATION**

8.1 The Corporation shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under §501(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

8.2 The Corporation shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation. The Corporation shall not, in any manner, participate or intervene in any political or judicial campaign on behalf of any candidate for public office.

8.3 No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purpose.

**ARTICLE VIII**  
**DISSOLUTION**

9.1 In the event of dissolution of the Corporation, its assets shall be the property of the **YOUTH CRISIS CENTER FOUNDATION, INC.**, if such Florida Not for Profit Corporation is in existence at the time of such dissolution as a tax exempt organization within the meaning of §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, if not, then such assets shall be the property of the **YOUTH CRISIS CENTER, INC.**, if such Florida Not for Profit Corporation is in existence at the time of such dissolution as a tax exempt organization within the meaning of §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

9.1.1 In the event that neither the YOUTH CRISIS CENTER FOUNDATION, INC. nor the YOUTH CRISIS CENTER, INC. are eligible to receive the Corporation's assets, then such assets shall be distributed to one or more charitable organizations within the meaning of §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

**ARTICLE IX**  
**SOLE MEMBER**

The sole member of the Corporation is its parent corporation, the YOUTH CRISIS CENTER FOUNDATION, INC., a Florida Not For Profit Corporation which is exempt under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future United States internal revenue law.

**ARTICLE X**  
**OFFICERS**

The Corporation shall have such officers as provided for in the bylaws. Such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the bylaws or as may be determined from time to time by the Board of Directors, subject to the bylaws.

**ARTICLE XI**  
**AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law.

**ARTICLE XII**  
**ADOPTION OF AMENDMENTS**

There are no members or members entitled to vote on the Amendments contained herein. As such, the amendments to the Articles of Incorporation were adopted by the Board of Directors.

**ARTICLE XIII**  
**INCORPORATOR**

The name and street address of the Incorporator of these Articles is as follows:

Name  
JAMES V. WALKER

Street Address  
1102 A1A North, Suite 108  
Ponte Vedra Beach, Florida 32082

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Amended and Restated Articles of Incorporation and does certify that the facts herein stated are true, all on this 14 day of December, 2009.

By: James V. Walker  
JAMES V. WALKER

STATE OF FLORIDA       )  
COUNTY OF ST. JOHNS   )

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 14 day of December, 2009, by JAMES V. WALKER, X who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification, and who acknowledged that he signed such instrument of his own free will.

Laurie A. Green  
Notary Public, State of Florida at Large  
Notary's printed or stamped name:  
My commission expires: \_\_\_\_\_

LAURIE A. GREEN  
Notary Public, State of Florida  
My comm. exp. April 27, 2012  
Comm. No. DD 789220

**ACCEPTANCE OF REGISTERED AGENT**

Having been named in the foregoing Amended and Restated Articles of Incorporation to accept service of process for the above stated Corporation at the place designated therein, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

By: James V. Walker  
JAMES V. WALKER, Registered Agent