# N11000007021

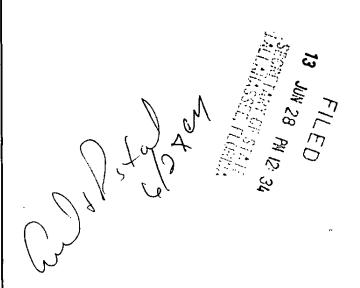
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PICK-UP	☐ WAIT	MAIL	
(Business Entity Name)			
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Certified Copies	Certificates	s of Status	
Special Instructions to Filing Officer:			

Office Use Only



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DEPARTMENT OF STATE



## DEPARTMENT OF STATE ACCOUNT FILING COVER SHEET

Account Number	FCA00000017		
Date:	(0-28-13		
Requestor Name:	Carlton Fields		
Address:	Post Office Drawer 190 Tallahassee, Florida 32302		
Telephone:	(850) 513-3619 - direct (850) 224-1585		
Contact Name:	Kim Pullen, CP, FRP		
Corporation Name:	CBC of Cen- - Holding	tral Florida 5, Inc.	
Email Address:	len.hartmane	cbccfl.org	
Entity Number:	H n11000	007021	
Authorization:	fin full	<u></u>	
X Ama + Restated Restated Copy An	holes	Certificate of Status	
New Filings	Plain Stamped Copy	Annual Report	
Fictitious Name	X Amendments	Registration	
<b>X</b> )Call When Ready	(X)Call if Problem	( ) After 4:30	
X)Walk In	( ) Will Wait	(X) Pick Up	

CF Internal Use Only

Client: 04805 Matter: 05723

Name: D. Mackley Office: TPA

## AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

CBC OF CENTRAL FLORIDA - HOLDINGS, INC.

Doc #: N11000007021

## ARTICLE I Name and Address

The name of this Corporation is: CBC of Central Florida - Holdings, Inc. The principal office and mailing address of this Corporation are: 4001 Pelce Street, 200, Orlando, FL 32817.

## ARTICLE II Term of Existence

The date when corporate existence shall commence shall be the date of the filing of the original articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

## ARTICLE III Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including, but not limited to:

- (a) ensuring all children in the care of Community Based Care of Central Florida, Inc. ("CBCCF") the inalienable right to grow up safe, healthy, and fulfilled in families that love and nurture them;
- (b) developing and managing a comprehensive services and support network that will include (i) the coordinated, community-based system of care provided by CBCCF to children and families of Central Florida who have been victims of, or at risk of, abuse, neglect or abandonment, (ii) health care and mental health care for the same population served by CBCCF through a managed care delivery system, and (iii)

providing additional guidance to families regarding their day-to-day needs designed to increase the stability and resiliency of such families and children in order to promote permanency.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

#### ARTICLE IV Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

## ARTICLE V Registered Office and Agent

The street address of the registered office of the Corporation is 4001 Pelee Street, 200, Orlando, FL 32817, and the name of its registered agent at such address is Gerard Glynn.

#### ARTICLE VI Directors

The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors.

#### ARTICLE VII Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

#### ARTICLE VIII Amendment

These articles of incorporation may be amended in the manner provided by law.

## ARTICLE IX <u>Dissolution</u>

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

## ARTICLE X Limitations

- Section 1. <u>Legislative and Political Activity</u>. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.
- Section 2. <u>Property</u>. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net carnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

#### **CERTIFICATE**

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of CBC of Central Florida – Holdings, Inc. (1) were approved by the directors on June 27, 2013, because the Corporation has no members, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 27 day of June 2013.

CBC of Central Florida - Holdings, Inc.

By: Vame: Glen Casel

Title: President-