

N11 000007021

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200248173202

RECEIVED
DEPARTMENT OF STATE
13 JUN 28 AM 11:05

FILED
13 JUN 28 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 6/29/02

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date: 6-28-13

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 Central Florida
- Holdings, Inc.

Email Address: len.hartman@cbccfl.org

Entity Number: 111000007021

Authorization: Kim Pullen

☒ Amend + restated Articles
Certified Copy

☐ New Filings

☐ Plain Stamped Copy

☐ Certificate of Status

☐ Fictitious Name

☒ Amendments

☐ Annual Report

☐ Registration

(X) 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. Mackey Office: TPA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CBC OF CENTRAL FLORIDA - HOLDINGS, INC.**

Doc #: N11000007021

These Amended and Restated Articles of Incorporation of CBC of Central Florida - Holdings, Inc., a Florida not for profit corporation (the "Corporation"), dated as of June 27, 2013, are being duly executed and filed by Glen Casel, its president, to amend and restate the Corporation's original articles of incorporation, which were filed on July 25, 2011. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

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
Dissolution

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. Legislative and Political Activity. 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. Property. 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 earnings 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: 

Name: Glen Casel

Title: President