

N11000010896

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
JEWISH FAMILY AND COMMUNITY SERVICES OF SOUTHWEST FL**

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*Amend & Restated*  
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February 20, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

JEWISH FAMILY AND COMMUNITY SERVICES OF SOUTHWEST FLORIDA  
2500 VANDERBILT BEACH ROAD  
#2201  
NAPLES, FL 34109US

SUBJECT: JEWISH FAMILY AND COMMUNITY SERVICES OF SOUTHWEST FLORIDA, INC.  
REF: N11000010896

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Darlene Connell  
Regulatory Specialist II

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JEWISH FAMILY AND COMMUNITY SERVICES  
OF SOUTHWEST FLORIDA, INC.**

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STATE OF FLORIDA  
CLERK OF CIRCUIT COURT

These Amended and Restated Articles of Incorporation supersede the original articles and all amendments thereto, and are prepared and filed pursuant to the provisions of Chapter 617, Florida Statutes.

**Article I: Name.** The name of the Corporation is Jewish Family and Community Services of Southwest Florida, Inc. (the "Corporation").

**Article II: Address.** The principal place of business and mailing address of Corporation is 2500 Vanderbilt Beach Road #2201, Naples, Florida 34109.

**Article III: Purpose.** The Corporation is formed exclusively for charitable, scientific, religious and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). In particular, the Corporation is formed to support individuals and families of all ages by providing a wide range of social services, including mental health counseling, case management, financial assistance and crisis intervention; to establish and maintain working relationships with organizations with similar objectives.

**Article IV: Limitations on Corporate Power.**

(a) **Exempt Organization.** Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) **Earnings.** Notwithstanding any other provisions of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article III hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

(c) **Foundation Status.** In the event that the Corporation fails to qualify as an organization described in Section 509(a)(1), (2) or (3) of the Code, then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

**Article V: Dissolution.** In the event that the Corporation shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall transfer or dispose of the Corporation's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

**Article VI: Manner of Election.** The manner in which directors are elected or appointed is as set forth in the Bylaws of the Corporation.

**Article VII: Registered Agent.** The name and Florida street address of the registered agent is Cohen & Grigsby, P.C., Mercato-Suite 6200, 9110 Strada Place, Naples, Florida 34108-2938. The name of the registered agent at that address is Henry C. Cohen.

**Article VIII: Membership.** The Corporation shall not have members.


**Article IX: Amendment.** These Articles of Incorporation may be amended or repealed, or new Articles of Incorporation may be adopted, by a majority vote of the Board of Directors at any regular or special meeting.

**Article X: Incorporator.** The name and address of the incorporator is Henry C. Cohen, Cohen & Grigsby, P.C., Mercato-Suite 6200, 9110 Strada Place, Naples, Florida 34108-2938.

There are no members or members entitled to vote on the restatement. The restatement was adopted by the board of directors on February 13, 2012.

Articles of Jewish Family and Community Services of Southwest Florida.DOC

**WITNESS** the undersigned has executed these Amended and Restated Articles of Incorporation this 19<sup>th</sup> day of February, 2012.

  
\_\_\_\_\_  
Millie Sernovitz, Board Chair