

N11043

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

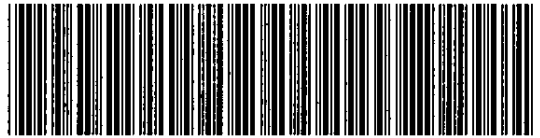
(Business Entity Name)

(Document Number)

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800161233198

*Amended &
Restated
Articles*

800161233198
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FILED
2009 OCT -9 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AR
10/13/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hibiscus Children's Center, Inc.

DOCUMENT NUMBER: N 11043

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas B. Maher
(Name of Contact Person)

Hibiscus Children's Center
(Firm/ Company)

2400 ne Dixie Hwy
(Address)

Jensen Beach, FL 34957
(City/ State and Zip Code)

TMAHER@HCC4Kids.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tom Maher at (772) 334-9311 x101
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Amended & Restated

Articles of Incorporation
of

Hibiscus Children's Center

(Name of Corporation as currently filed with the Florida Dept. of State)

N 11043

(Document Number of Corporation (if known))

FILED

2009 OCT -9 AM 8:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007 Florida Statutes, this *Florida Not For Profit Corporation* :
amends and restates its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

2400 N.E. Dixie Highway
Jensen Beach, FL 34957

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

2400 N.E. Dixie Highway
Jensen Beach, FL 34957

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Thomas B. Maher

New Registered Office Address:

2400 N.E. Dixie Hwy
(Florida street address)

Jensen Beach
(City)

Florida 34957
(Zip Code)

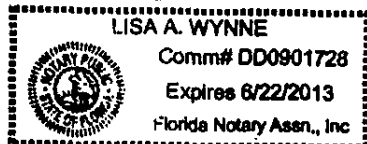
New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

we

Thomas B. Maher

Signature of New Registered Agent, if changing



If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	ALL PREVIOUS NAMES OF DIRECTORS & OFFICERS	_____	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

* OFFICERS TO ADD, PLEASE SEE ATTACHED

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Amended Articles

**HIBISCUS CHILDREN'S CENTER
BOARD OF DIRECTOR'S
2009-2010**

Mr. Daniel R. Braden

Braden & Braden Architects 417 Coconut Ave.
417 Coconut Ave.
Stuart, FL 34996

Ms. Cathie Chandler, Ph.D.

5225 St. Andrews Island Drive
Vero Beach, FL 32967

Mr. Clay Price

Harris Cotherman
5070 North A1A, Suite 250
Vero Beach, FL 32963

Mr. Randy Riley

965 4th Lane
Vero Beach, FL 32962

Mr. George H. Swift, III

4451 S.W. Branch Terrace
Palm City, FL 34990

Ms. Roseann Wolcott

32 Rio Vista Drive
Stuart, FL 34996

The date of each amendment(s) adoption: September 23, 2009
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

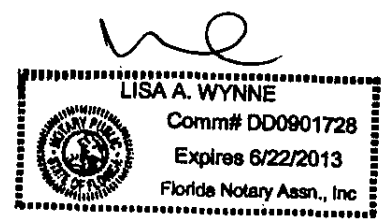
Dated 9/30/09

Signature Roseann D Wolcott

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Roseann D. Wolcott
(Typed or printed name of person signing)

Chairman
(Title of person signing)



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIBISCUS CHILDREN'S CENTER, INC.
A NOT FOR PROFIT CORPORATION
DOCUMENT NUMBER N 11043

The undersigned, President and Secretary of HIBISCUS CHILDREN'S CENTER, INC., hereby certify that the Articles of Incorporation of HIBISCUS CHILDREN'S CENTER, INC., were amended and restated pursuant to resolution adopted by the members at a meeting of the members on September 23, 2009 and henceforth the Articles shall be and read as follows:

The undersigned, desiring to amend and restate a corporation pursuant to the Not-for-Profit Corporation Law of the State of Florida, Statute 617, do hereby make, subscribe and acknowledge these articles as follows:

ARTICLE I

NAME

The name of the corporation shall be as follows:

HIBISCUS CHILDREN'S CENTER, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

NON-PROFIT PURPOSE AND POWERS

To provide financial support to HIBISCUS CHILDREN'S CENTER, INC. In its purpose of providing care for abused, abandoned and neglected children.

To establish an endowment fund through the HIBISCUS CHILDREN'S CENTER FOUNDATION, INC. to provide future financial support and security for HIBISCUS CHILDREN'S CENTER, INC.

The purposes for which HIBISCUS CHILDREN'S CENTER, INC. is organized are exclusively religious, charitable, scientific, literal and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Revenue law. Notwithstanding any other provision of Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code for the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

MEMBERSHIP

The qualifications of members of the Board of Directors, a/k/a Board of Governors, and the manner of their admission shall be as regulated by the By-Laws. There are Foundation Boards in the counties of Florida served by this Corporation of Community Leaders as well as Ladies Guilds.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be 2400 N.E. Old Dixie Highway, Jensen Beach, Florida 34957 and the registered agent at that address shall be THOMAS B. MAHER, who is the Executive Director, a/k/a CEO, Chief Executive Officer.

ARTICLE VI

BOARD OF DIRECTORS a/k/a BOARD OF GOVERNORS

The number of persons constituting the Board of Directors, a/k/a Board of Governors, shall at no time be less than six (6) active members or exceed thirty (30) active members. The names and addresses of persons who are serving as Directors until the next election of the Board of Directors, a/k/a Board of Governors, are as follows:

(List) Names and addresses

**HIBISCUS CHILDREN'S CENTER
BOARD OF DIRECTOR'S
2009-2010**

Mr. Daniel R. Braden
Braden & Braden Architects 417 Coconut Ave.
417 Coconut Ave.
Stuart, FL 34996

Ms. Cathie Chandler, Ph.D.
5225 St. Andrews Island Drive
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5070 North A1A, Suite 250
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965 4th Lane
Vero Beach, FL 32962

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4451 S.W. Branch Terrace
Palm City, FL 34990

Ms. Roseann Wolcott
32 Rio Vista Drive
Stuart, FL 34996

ARTICLE VII

RIGHTS AND PRIVILEGES

All Rights and Privileges provided by Florida Statute 617 which provides Indemnification of Officers and Directors, Transactions in which Directors and Officers are interested, etc., are a part of this Article of Incorporation.

ARTICLE VIII

DISSOLUTION

Upon dissolution or winding up of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to the HIBISCUS CHILDREN'S CENTER FOUNDATION, INC., provided that it is exempt under Section 501 (c)(3) of the Internal Revenue Code (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not exempt under Section 501 (c)(3) of the Internal Revenue Code (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to such scientific, educational and charitable organizations that are like in type and serve children ruled exempt by the Internal Revenue Service under Section 501 (c)(3) and Section 170 (c)(2) of the revenue laws, as may be selected by the last Board of Directors. None of the assets will be distributed to any members, directors or officers of this corporation.

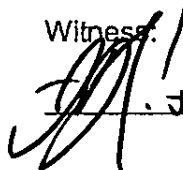
ARTICLE IX

INCORPORATOR


THOMAS B. MAHER, Executive Director, a/k/a CEO, Chief Executive Officer, Hibiscus Children's Center at 2400 N.E. Old Dixie Highway, Jensen Beach, Florida 34957, is the Incorporator of this Organization.

In witness whereof, the President and Secretary hereto set their hands and seals this 1st day of October, 2009.

Witness:



JIM FLAHERTY



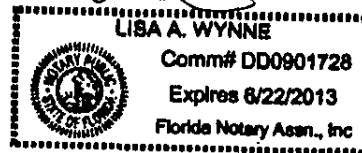
President

**ACCEPTANCE OF APPOINTMENT AS A
REGISTERED AGENT AS REQUIRED BY
FLORIDA STATUTE 617.0501**

I, ~~THOMAS B. MAHER~~, Executive Director, a/k/a CEO, Chief Executive Officer, Hibiscus Children's Center at 2400 N.E. Old Dixie Highway, Jensen Beach, Florida 34957, having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Thomas B. Maher



we
October 1, 2009