

Division of Corporations

Page 1 of 2

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SECRETARY OF STATE  
TAMPA, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
COMMUNITY BASED CARE OF CENTRAL FLORIDA FOUNDATION, INC.**

Doc #: N13000008761

These Amended and Restated Articles of Incorporation of Community Based Care of Central Florida Foundation, Inc., a Florida not for profit corporation (the "Corporation"), dated as of August 14, 2015, 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 September 26, 2013. 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: Community Based Care of Central Florida Foundation, Inc. The principal office and mailing address of this Corporation are: 4001 Pelee 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, providing financial assistance to children and families of Central Florida in the form of contributions to charitable organizations for the purpose of:

(a) providing child protection and welfare services to ensure that all children of Central Florida have the inalienable right to grow up safe, healthy, and fulfilled in families that love and nurture them; and

(b) developing and managing a comprehensive services and support network for children and families of Central Florida, including those who have been victims of, or at risk of, abuse, neglect or abandonment, that will provide health care, mental health

care, and 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 Community Based Care of Central Florida Foundation, Inc. (1) were approved by the directors on August, 14, 2015, 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 14 day of August, 2015.

Community Based Care of Central Florida  
Foundation, Inc.

By: 

Name: Glen Casel

Title: President