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AMI KIDS CROSSROADS, INC.**

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**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AMIkids CROSSROADS, INC.**

The undersigned hereby files these First Amended and Restated Articles of Incorporation of AMIkids Crossroads, Inc. with the Florida Department of State. These Articles shall be effective when they are filed with the Florida Department of State. These Articles shall supersede all previous articles of incorporation. The Corporation shall be a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617.

**ARTICLE I.
NAME AND ADDRESS**

The name of this Corporation is AMIkids Crossroads, Inc. The principal office of the Corporation is 45991 Bermont Road, Punta Gorda, Florida 33982.

**ARTICLE II.
DURATION**

This Corporation shall exist perpetually.

**ARTICLE III.
PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes to support AMIkids, Inc. ("AMI"), a Florida not for profit corporation that is exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is not a private foundation under Code Section 509(a)(1). The purposes of the Corporation include, without limitation, the following:

Rehabilitation of delinquent and dependent youth by providing education, training, discipline and productive work;

Conducting education and rehabilitation programs for dependent, delinquent and other problem youth; and

Receiving real or personal property, or both, and subject to the restrictions and limitations in these Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by contributions to organizations under Section 501(c)(3) of the Code, or under a corresponding provision of any subsequent federal tax law.

Section 3.2. Other Activities. Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

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Section 3.3. Powers and Limitations on Activities. The Corporation shall have all the powers of a not-for-profit corporation under the law of the state of incorporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code or the corresponding provision of any future federal tax law. Any references to the Code and provisions thereof shall include successor provisions of any future corresponding federal tax law.

Section 3.4. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees (defined below) shall pay all liabilities of the Corporation and shall distribute the remaining assets to one or more Qualified Recipients (defined below) as determined by the Board (as defined below).

A. For purposes of this Article, "**Qualified Recipient**" means an organization which is an exempt organization under Section 501(c)(3) of the Code and is then described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code.

B. For purposes of this Section 3.4, "**Board**" means the Board as defined in Section 5.1 if the Member (defined in Section 4.1 below) has not removed any persons from the Board during the one year period ending on the date of such dissolution. If the Member has removed any persons from the Board during such one year period, "Board" shall mean those persons constituting the Board prior to all such removals during such one year period. In addition, if the Member has removed any persons from the Board during the one year period ending on the date that the Corporation ceases to operate as an active school for rehabilitation of dependent and delinquent youth, then the Board, as constituted before such removals, shall have the right to determine whether the Corporation should be dissolved.

ARTICLE IV.

NON-STOCK CORPORATION AND MEMBER

Section 4.1. Member. This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership. The sole member shall be AMI ("**Member**"). The membership interest is not subject to involuntary transfer. Upon the occurrence of the bankruptcy, insolvency, involuntary dissolution, or any similar event of the Member, the membership interest shall immediately terminate and the Member shall cease to be the sole member of this Corporation. Upon termination of the sole membership interest in this Corporation, the then Board of Trustees (defined in Section 5.1) shall exercise all powers formerly exercisable by the Member.

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ARTICLE V.
MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES

Section 5.1. Election and Removal of Trustees. The Corporation shall be managed by or under the direction of a Board of Trustees (the "Board of Trustees" or the "Board"). The members of the Board of Trustees (whether one or many, the "Trustees") shall be elected as stated in the Bylaws. All Trustees shall be voting Trustees unless non-voting Board members are elected in accordance with the Bylaws; however, all references in these Articles to the "Board" or to the "Trustees" shall only include voting Members of the Board. The Member shall have the authority to remove any or all of the Trustees, with or without cause. The Board shall elect the successor Trustee or Trustees, each of whom shall take office upon his/her election, but if there are no remaining Trustees, then the Member shall appoint the successor Trustee or Trustees.

Section 5.2 Voting. A quorum of the Board shall consist of a majority of the number of Trustees then serving. The affirmative vote of a majority of the Trustees present and voting at any meeting at which a quorum is present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

ARTICLE VI.
COMMITTEES

Section 6.1 Executive Committee. The Board of Trustees shall have an Executive Committee which shall consist of the Chair of the Board and at least two (2) Board members who shall be elected by the Board and who shall serve at the pleasure of the Board as provided in the Bylaws. The Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board, except as otherwise provided by Florida law or the Bylaws.

Section 6.2 Other Committees. The Board shall designate a Nominating Committee and may designate other committees as provided in the Bylaws or by resolution. Each committee must have two (2) or more members to serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or in the resolution forming the committee.

ARTICLE VII.
OFFICERS

Section 7.1 Executive Director. The Corporation shall have an Executive Director who shall be the chief operating officer of the Corporation. The Member will provide candidates for the Executive Director and the Board shall select the Executive Director from those candidates. If the Board does not select the Executive Director within a reasonable time, the Member shall appoint the Executive Director. Either the Board or the Member may remove the Executive Director, with or without cause. The Executive Director shall perform the duties and responsibilities as set forth in the Bylaws.

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Section 7.2 Other Officers. The remaining officers of the Corporation shall be a Chair of the Board and such other officers as set forth in the Bylaws of the Corporation. The election of officers, their terms of office, the persons who may serve in an office, and their duties and responsibilities shall be controlled by the Bylaws.

ARTICLE VIII.
AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or rescinded by the written approval of the Member. The Board of Trustees may propose that the Member consider one or more amendments if each such proposed amendment is approved by a majority vote of the Trustees present and voting at any annual meeting or special meeting called for that purpose and at which a quorum is present.

ARTICLE IX.
AMENDMENTS TO BYLAWS

The Bylaws may be amended at any time by the Board of Trustees, provided the amendment: (a) has first been submitted to and approved in writing by the Member, in which case the Bylaw amendment shall be effective upon its adoption by the Board (unless a later date is specified in the amendment), or (b) is approved in writing by the Member following the Board's vote, in which case the Bylaw amendment shall be effective on the date of the Member's approval (unless a later date is specified in the amendment). Amendments to the Bylaws shall be made by a majority vote of the Trustees present and voting at any annual meeting or special meeting of the Board called for that purpose and at which a quorum is present. If the Board adopts a Bylaw amendment which has not been approved in advance and in writing by the Member, then within ten (10) business days after such vote the Board shall submit to the Member a written request for the Member's approval of that amendment. If the Member approves the amendment, the Member shall provide the Board with written confirmation of such approval. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended Bylaws to the Member.

ARTICLE X.
REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office of the Corporation are:

<u>Name</u>	<u>Address</u>
Sankey E. Webb, III	1107 West Marion Ave Suite 115 Punta Gorda, Florida 33950

ARTICLE XI.
REPORTS

The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matter requested by the Member. The reports shall be promptly submitted after the end of each fiscal year or more frequently as the Member may request.

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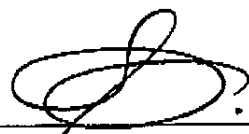
ARTICLE XII.
ACTIONS REQUIRING MEMBER'S CONSENT

The Corporation may not take any of the following actions without obtaining the advance written consent of the Member:

- A. the addition of additional members of the Corporation.
- B. the opening or closing of any of the Corporation's offices.
- C. the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business and normal investment activity of the Corporation).
- D. the sale or other transfer of all, or substantially all, of the assets of the Corporation.
- E. the Corporation's merger with, or acquisition of, any other entity.
- F. the execution of any contract having a term greater than three (3) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation but the advance written consent of the Member shall not be required if the total payments under such contracts executed in any 12 month period is less than \$100,000.
- G. the termination of the activities or dissolution of the Corporation.
- H. the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

IN WITNESS WHEREOF, these First Amended and Restated Articles of Incorporation have been duly approved on January 12, 2010.


Robert N. McQueen
As Chairman, Board of Trustees


Sankey E. Webb, III
As Secretary

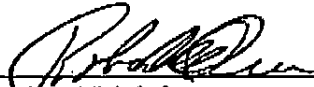
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CERTIFICATE DESIGNATING REGISTERED OFFICER AND AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

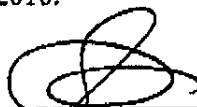
The Corporation hereby designates Sankey E. Webb, located at 1107 West Marion Avenue, Punta Garden, Florida 33950, as its registered agent to accept service of process with this State.

Dated this 12 day of January, 2010.


Robert N. McQueen
As Chairman, Board of Trustees

Having been named as registered agent to accept service of process for the above Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 12 day of January, 2010.


Sankey E. Webb
As Registered Agent

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**CERTIFICATE TO THE FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMIkids CROSSROADS, INC.**

- A. The name of the corporation is AMIkids Crossroads, Inc. ("Corporation").
- B. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on March 28, 1986.
- C. No members were entitled to vote on these amendments. Amendments to the Articles of Incorporation were approved by the Board of Trustees on January 12, 2010 pursuant to Sections 617.1002 and 617.1007, Florida Statutes (2009), in order to amend and restate the Articles of Incorporation in their entirety.
- D. The Board of Trustees of this Corporation was entitled to vote on these amendments. The number of votes cast by the Board of Trustees for the amendments was sufficient for approval.

IN WITNESS WHEREOF, AMIkids Crossroads, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its Secretary this 6 day of February, 2010.

AMIkids CROSSROADS, INC.



By _____
Sankey E. Webb, III
Secretary

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