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3/9/2021

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BREVARD FAMILY PARTNERSHIP FOUNDATION, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BREVARD FAMILY PARTNERSHIP FOUNDATION, INC.**

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Brevard Family Partnership Foundation, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2301 West Eau Gallie Boulevard, Suite 104, Melbourne, FL 32935.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Code Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code") and as a Type I supporting organization exclusively for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of Code Section 509(a)(3)), Community Based Care of Brevard, Inc., a Florida not for profit corporation, d/b/a Brevard Family Partnership, a publicly supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1)) (the "Supported Organization"); provided, however, that the Corporation may select a replacement organization for the Supported Organization (and the references herein to

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the Supported Organization shall then refer to such replacement organization) that has purposes similar to that of the Supported Organization and that is a publicly supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1) or 509(a)(2)), in the event that a Supported Organization loses its exempt status, substantially abandons its operations, or is dissolved. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include, but shall not be limited to, the following purposes that further the charitable purposes of the Supported Organization: (1) fund-raising activities for the Supported Organization in order to further the mission of the Supported Organization, to include fundraising for the Supported Organization's other supporting organizations that support the Supported Organization (currently, Brevard C.A.R.E.S., Inc., Family Allies, Inc. and The National Center for Innovation and Excellence, Inc., all Florida not for profit corporations that are supporting organizations within the meaning of Code Section 509(a)(3) to the Supported Organization); (2) providing community education about the needs and issues of children and families in furtherance of the charitable and educational purposes of the Supported Organization (and of the Corporation); and (3) engaging in other charitable or educational endeavors from time to time in furtherance of the charitable and educational purposes of the Supported Organization (and of the Corporation).

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Amended and Restated Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

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1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. 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 any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other 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, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - MEMBER

The sole Member of the Corporation shall be Community Based Care of Brevard, Inc., a Florida not for profit corporation, d/b/a Brevard Family Partnership.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the

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terms as provided in the Bylaws. The number of directors shall be as set forth in the Bylaws and shall at all times consist of at least three (3) persons.

The names and addresses of initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Carlos A. Assemany	2301 West Eau Gallie Boulevard, Suite 104 Melbourne, FL 32935
Malak Hammad	2301 West Eau Gallie Boulevard, Suite 104 Melbourne, FL 32935
James G. Carlson	2301 West Eau Gallie Boulevard, Suite 104 Melbourne, FL 32935
Laurie-Anna DeGennaro	2301 West Eau Gallie Boulevard, Suite 104 Melbourne, FL 32935

**ARTICLE VI - REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 2301 West Eau Gallie Boulevard, Suite 104, Melbourne, Florida 32935, and the name of the registered agent of the Corporation at that address is Philip J. Scarpelli. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended from time to time by the Member.

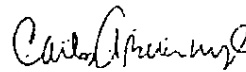
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ARTICLE X - DISSOLUTION OF CORPORATION

Upon dissolution of the Corporation, after the payment or provision of the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed to the Supported Organization, a Section 501(c)(3) organization; provided that in the event that the Supported Organization is not a Section 501(c)(3) organization at the time of the distribution, all of the assets of this Corporation shall then be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, I have subscribed my name as Chair pursuant to lawful corporate authority this 8th day of March, 2021.



Carlos A. Assemany, Chair

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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BREVARD FAMILY PARTNERSHIP FOUNDATION, INC.**

1. The Amended and Restated Articles of Incorporation of Brevard Family Partnership Foundation, Inc. do not contain amendments to the Articles of Incorporation that require member approval.
2. The amendments to the Articles of Incorporation contained in the Amended and Restated Articles of Incorporation of Brevard Family Partnership Foundation, Inc. were duly adopted by all of the members of the Board of Directors of the Corporation on March 8th, 2021.



Carlos A. Assemany, Chair

Dated: March 8th, 2021

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