

N29417

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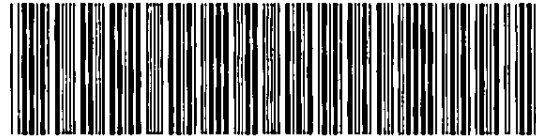
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17 OCT 25 PM 3:24

*Amend/name change*

OCT 25 2017

D CUSHING

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

Child Advocates II, Inc.

NAME OF CORPORATION: \_\_\_\_\_

N29417

DOCUMENT NUMBER: \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Thomas Cordi

\_\_\_\_\_  
(Name of Contact Person)

Guardian ad Litem Foundation 2nd Circuit, Inc.

\_\_\_\_\_  
(Firm/ Company)

P.O. Box 3992

\_\_\_\_\_  
(Address)

Tallahassee, FL 32314

\_\_\_\_\_  
(City/ State and Zip Code)

tdc@berkeley.edu

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas Cordi

(850)

570-1725

at

\_\_\_\_\_  
(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: **PAID**

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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

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DIVISION OF CORPORATIONS  
17 OCT 25 PM 3:24



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 2, 2017

THOMAS CORDI  
CHILD ADVOCATES II  
P.O. BOX 3992  
TALLAHASSEE, FL 32315

SUBJECT: CHILD ADVOCATES II, INC.  
Ref. Number: N29417

We have received your document for CHILD ADVOCATES II, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You cannot file two separate amendment meaning you cannot file articles of amendment and amended and restated articles. You will need to combine the two amendments and make one document or send in 2 separate filing fees.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 017A00019818

*New cover letter and restated articles attached.*

*Thank you.*

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TALLAHASSEE, FLORIDA

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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DIVISION OF CORPORATION  
17 OCT 25 PM 3: 26

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CHILD ADVOCATES II, INC.

These Amended and Restated Articles of Incorporation of the Corporation are adopted and filed pursuant to the provision of Section 617.1002 and 617.1007, *Florida Statutes*, as amended. The Corporation's Document Number is N29417. The Corporation's Articles of Incorporation were originally filed with the Florida Secretary of State on November 23, 1988, and previously amended on May 12, 2003.

The Corporation has no general membership entitled to vote on these amendments. All amendments contained in these Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors on September 26, 2017, in accordance with Section 617.1002, *Florida Statutes*. The vote of the Board of Directors was sufficient for approval. Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation, previously amended.

**ARTICLE I - NAME**

The name of this corporation shall be Guardian Ad Litem Foundation Second Circuit, Inc. (the "Corporation").

**ARTICLE II - DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The Corporation shall be a non-profit organization and formed exclusively for charitable purposes so as to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future federal tax code, including, for such purposes, the making of distributions to organizations qualifying as tax exemption organizations under that code. The Corporation shall be dedicated to the representation of all children in the State of Florida, including those in the Second Judicial Circuit and shall seek to ensure that all children are guaranteed the right to proper medical attention, good education, safe and healthy environment, and a loving, stable and permanent family life. Specifically, and without limitation, the objectives and purposes of this Corporation shall be to:

- Raise funds to contribute to services for the overall well-being of abused, neglected, and abandoned children;
- Provide funds intended to promote permanent and stable housing for such children;
- Provide funds for clothing and gifts for such children; and
- Participate in complementary activities.

In addition, the Corporation may receive by bequest, gift, devise, or in any other manner, money, assistance, and any other form of contribution whether real, personal or mixed property, from any and every source, public as well as private, and particularly from any person, or firm or

from any public or private corporation or association of whatsoever nature, to be used in the furtherance of the objects of this Corporation. The Corporation may exercise any and all corporate powers any may engage in any and all activities permitted by the laws of Florida in the United States for not for profit corporations. However, this Corporation shall not, as a substantial part of its activities, carry out propaganda, or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, these purposes of the Corporation are limited to those described in Section 501(c)(3) of the Internal Revenue Code, as amended or any other corresponding provision of any future federal tax code.

#### **ARTICLE IV – LIMITATIONS**

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings or assets of this Corporation shall even inure to the benefit of, or be distributable to any director, officer, or member thereof, or to the benefit of any private individual, 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 Article III hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170, 2055, 2522 of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE V – CAPITAL STOCK**

The Corporation shall not have capital stock.

#### **ARTICLE VI – MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the Bylaws of the Corporation which may establish different classes for membership and may limit voting rights to one or more of such classes.

#### **ARTICLE VII – BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The qualification for the members of the Board of Directors and the manner of their admission shall be regulated by the Bylaws of the Corporation which may establish different classes of board members and may limit voting rights to one or more of such classes. When not inconsistent with Chapter 617, *Florida Statutes*, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations not for profit.

**ARTICLE VIII - OFFICERS**

The Corporation shall have a President, President-Elect, a Secretary, and a Treasurer, and may have additional and assisting officers including, without limitation, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The manner of the election of the officers shall be determined by the Bylaws.

**ARTICLE IX - DISSOLUTION**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3), or to the Federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

**ARTICLE X - BYLAWS**

The Bylaws of this Corporation shall be made, approved, altered or rescinded by the Board of Directors.

**ARTICLE XI - AMENDMENTS**

These Articles of Incorporation may be amended by majority vote of the voting members of the Board of Directors of the Corporation in accordance with the procedures provided by Chapter 617, *Florida Statutes*. Such action may be taken by the voting members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or by the voting members of the Board of Directors without a meeting if a consent in writing, signed by such voting members whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within 30 days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members who have not consented in writing.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 26 day of September, 2017.

Sharon Cord, President  
[NAME] [TITLE]