

N30226

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

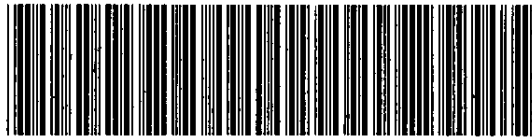
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FILED
2008 AUG 25 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Restart
Filers
8-27-08*

Alfieri and Associates, LLC.
ATTORNEYS AND COUNSELORS AT LAW

2401 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA 33309

PAUL R. ALFIERI, ESQ.
Email: Paul@AlfieriLaw.com

TELEPHONE: (954) 315-4315
FACSIMILE: (954) 301-2622

August 19th, 2008

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Reference: FIRST CHOICE WOMEN'S CENTERS, INC.
Not for Profit - Filing of Restated Articles of Incorporation

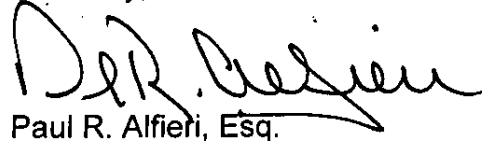
Dear Sir or Madam:

Enclosed are a fully executed original and one copy of the Restated Articles of Incorporation for the above captioned corporation together with the acceptance of Registered Agent requested in your letter of August 13, 2008.

Please return a copy of the Restated Articles of Incorporation stamped "Filed" to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,



Paul R. Alfieri, Esq.

PRA/
Encl.

RECEIVED
2008 AUG 25 AM 8:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 13, 2008

PAUL R. ALFIERI, ESQ.
ALFIERI AND ASSOCIATES, LLC.
2401 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FL 33309

SUBJECT: FIRST CHOICE WOMEN'S CENTERS, INC.
Ref. Number: N30226

We have received your document for FIRST CHOICE WOMEN'S CENTERS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 108A00045792

Alfieri and Associates, LLC.

ATTORNEYS AND COUNSELORS AT LAW

2401 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA 33309

PAUL R. ALFIERI, ESQ.

Email: Paul@AlfieriLaw.com

TELEPHONE: (954) 315-4315

FACSIMILE: (954) 301-2622

August 4, 2008

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Reference: FIRST CHOICE WOMEN'S CENTERS, INC.
Not for Profit - Filing of Restated Articles of Incorporation

Dear Sir or Madam:

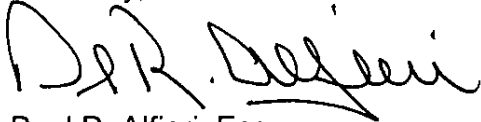
Enclosed are a fully executed original and one copy of the Restated Articles of Incorporation for the above captioned corporation.

Also enclosed is a check in the amount of \$35.00 representing the applicable filing fee.

Please return a copy of the Restated Articles of Incorporation stamped "Filed" to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul R. Alfieri", written over a horizontal line.

Paul R. Alfieri, Esq.

PRA/
Encl.

**RESTATED ARTICLES OF INCORPORATION
OF**

FIRST CHOICE WOMEN'S CENTERS, INC.

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Restated Articles of Incorporation.

FILED
2008 AUG 25 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of this corporation shall be **FIRST CHOICE WOMEN'S CENTERS, INC.**

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The address of the initial principal office of the corporation shall be **257 N. Krome Avenue, Homestead, FL 33030.**

ARTICLE THREE

PURPOSES AND POWERS

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" and the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

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 Code or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR

NONDISCRIMINATORY POLICY

This corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE FIVE

DIRECTORS

The board of directors shall be elected as provided for in the bylaws of the corporation.

ARTICLE SIX

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE SEVEN

BYLAWS

The bylaws of the corporation shall be made by the board of directors and may be amended, altered or rescinded by a majority vote of the board of directors present at any regular or special meeting called for that purpose.

ARTICLE EIGHT

AMENDMENTS

Amendments to the articles of incorporation shall be adopted by a majority vote of the board of directors currently in office at any regular or special meeting called for that purpose.

ARTICLE NINE

REGISTERED AGENT

The registered agent upon whom service of process against this corporation may be made is **Alfieri and Associates, LLC., c/o Paul R. Alfieri, Esq.** The registered agent and the corporation's registered office are located at **5143 NW 42 Terrace, Coconut Creek, Florida 33073.**

ARTICLE TEN

EARNINGS AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other 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 Article III hereof. 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 or in opposition to any candidate for political office. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE ELEVEN

DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent Jurisdiction of the county in which the principal office of the corporation is 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.

CERTIFICATE

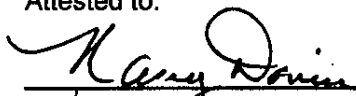
1. This restatement contains amendments to the articles of incorporation that require member approval.
2. The Restated Articles of Incorporation as set forth above constitute all of the articles of incorporation of **FIRST CHOICE WOMEN'S CENTERS, INC.** as amended.
3. The date of adoption of the amendments was the 24th day of July, 2008.
4. The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.
5. The amendments and restated articles of incorporation were adopted by the directors and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged and filed the foregoing restated articles of incorporation under the laws of the state of Florida, this 24th day of July, 2008.



Jim Dahne, Chairman

Attested to:



Nancy Davies, Secretary

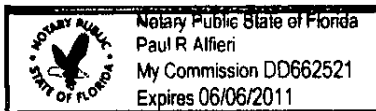
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on the 24th day of July, 2008, before me, the undersigned authority, personally appeared Jim Dahne, as Chairman and Nancy Davies Secretary, both ~~well~~ known to me and known to be the persons described in and who executed the foregoing instrument, or presenting _____ as identification, and they severally acknowledge the execution of said instrument for the uses and purposes therein expressed, and that they were natural persons competent to contract.


Paul R. Alfieri, Notary Public

My Commission Expires:



REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That **FIRST CHOICE WOMEN'S CENTERS, INC.**, having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the articles of incorporation at **257 N. Krome Avenue, Homestead, FL 33030** has named **PAUL R. ALFIERI** its registered agent; and **5143 NW 42 Terrace, Coconut Creek, Florida 33073** as the place where service of process may be served within this state. That this designation has been duly approved by a resolution of the corporation's board of directors as applicable under Florida Statute.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with and accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Paul R. Alfieri, Registered Agent