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P.001/008

N40825

Division of Corporations

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CHARIS CENTER, INC.**

Certificate of Status	0
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Page Count	07
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3/8/14

Restated

Art. 1-2-14 DC 1/2

12/31/2013 11:22

(FAX)

P.002/008

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December 27, 2013

CHARIS CENTER, INC.
4041 BAHIA VISTA STREET
SARASOTA, FL 34232-2421

SUBJECT: CHARIS CENTER, INC.
REF: N40825

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes.

AMENDED AND RESTATED ARTICLES OF INCORPORATION ARE FILED IN COMPLIANCE WITH SECTION 617.1007, FLORIDA STATUTES. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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

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

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DIVISION OF
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12/31/2013 11:22

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P.003/008

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Darlene Connell
Regulatory Specialist II

FAX Aud. #: H13000282021
Letter Number: 313A00029205

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RESTATED
ARTICLES OF INCORPORATION
OF
CHARIS CENTER, INC.
Document Number N40825

FILED
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SECRETARY OF STATE
ALL AMESST FIDELITY

(Pursuant to the provisions of Section 617.1007, Florida Statutes)

The undersigned, being the President of the Corporation, does hereby certify:

A. The Articles of Incorporation of **CHARIS CENTER, INC.** (the "Corporation"), were filed with the Secretary of State of the State of Florida on November 13, 1990 (Document #N40825).

B. The undersigned hereby certifies and represents that these Restated Articles of Incorporation have been adopted and approved by a majority of the directors present and voting at special meeting of this Corporation and that there are no members or members entitled to vote on these Restated Articles of Incorporation.

C. Accordingly, the Articles of Incorporation are hereby amended and restated, in their entirety, to read as set forth below:

ARTICLE I

The name of this Corporation shall be:

CHARIS CENTER, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office and the mailing address of said Corporation shall be located at 4041 Bahia Vista Street, Sarasota, Florida 32432-2421. The Directors of the Corporation may change the location of the principal office and the mailing address of said Corporation from time to time.

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ARTICLE III

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of IRC Section 501(c)(3), including the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code; and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act.

PURPOSES: Develop, purchase and make available Christian-centered educational material on family life and mental health; teach and promote classes and seminars on these same topics; provide Christian-centered professional counseling/therapy services to individuals, couples, groups and families from the local community nearby communities and for such other charitable, scientific and educational purposes as the Board of Directors may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purposes.

ARTICLE IV

POWERS: This Corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida which are convenient or necessary to effectuate the purposes of the Corporation.

LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, its members, if any, directors, 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.

(2) No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(3) The Corporation shall not directly or indirectly 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 public office.

(4) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(5) Notwithstanding any other provision of these articles, 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 Internal Revenue Code,

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or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

TERM OF EXISTENCE: The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statute 617, as amended.

ARTICLE VI

DISTRIBUTION OF ASSETS UPON DISSOLUTION: The assets of this Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC 501(c)(3) described in Article III above. Upon the dissolution of this Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this 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.

ARTICLE VII

NAME AND ADDRESS OF DIRECTORS: The name and address of the Directors of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
✓ Dale Stoll	1841 Sandelwood Drive Sarasota, FL 34231
✓ Rev Richard Marsden	4041 Bahia Vista Street Sarasota, FL 34232
✓ Elam Hertzler	4041 Bahia Vista Street Sarasota, FL 34232
✓ Debbie Freedy	2522 Temple Street Sarasota, FL 34239
James Phillip Miller	4041 Bahia Vista Street Sarasota, FL 34232

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ARTICLE VIII

The street address of the initial registered office of this Corporation shall be 4041 Bahia Vista Street, Sarasota, FL 34232-2421, and the name of the initial registered agent of this Corporation at such address shall be Dale Stoll.

ARTICLE IX

BOARD OF DIRECTORS: The affairs of this Corporation shall be managed by a Board of Directors consisting of at least three (3) persons, as determined by this Corporation's By-Laws. The method of election of the persons who shall constitute the entire Board of Directors shall be as provided in this Corporation's By-Laws. The officers and directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of this Corporation.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended by a majority of the directors present and voting at any regular or special meeting of this Corporation, provided, however that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every director of this Corporation, ten (10) days prior to the regular or special meeting of this Corporation; provided, however, that any amendment will not adversely affect the status of this Corporation as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

INDEMNIFICATION: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the

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proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, the undersigned President has hereunto executed these Restated Articles of Incorporation this 24th day of December, 2013, and hereby makes and files in the office of the Secretary of State of the State of Florida these Restated Articles of Incorporation and certifies that the facts herein stated are true.



Dale Stoll, as President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above-stated Corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.



Dale Stoll, as Registered Agent

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