

N41368

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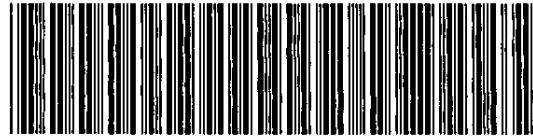
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COVER LETTER

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

SUBJECT: CHILDREN'S HOME SOCIETY OF FLORIDA FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☒ ~~\$87.50~~
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ANTHONY K. SUDLER
Name (Printed or typed)

1375 S. Semoran Blvd. #1345B
Address

Winter Park, FL 32792
City, State & Zip

321-397-3030
Daytime Telephone number

Mickele.DAUSMAN@CHSFL.ORG
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 29, 2012

ANTHONY SUDLER
1375 S. SEMORAN BLVD., #1345B
WINTER PARK, FL 32792

SUBJECT: THE CHILDREN'S HOME SOCIETY OF FLORIDA FOUNDATION,
INC.
Ref. Number: N41368

We have received your document for THE CHILDREN'S HOME SOCIETY OF FLORIDA FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 712A00030081



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2012

ANTHONY SUDLER
1375 S. SEMORAN BLVD., #1345B
WINTER PARK, FL 32792

SUBJECT: THE CHILDREN'S HOME SOCIETY OF FLORIDA FOUNDATION,
INC.
Ref. Number: N41368

We have received your document for THE CHILDREN'S HOME SOCIETY OF FLORIDA FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 212A00030088

**EIGHTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CHILDREN'S HOME SOCIETY OF FLORIDA FOUNDATION, INC.**

A Florida Corporation Not for Profit

The Articles of Incorporation of The Children's Home Society of Florida Foundation, Inc., filed with the Office of the Secretary of State of Florida on December 18, 1990, as previously amended by Articles of Amendment filed October 12, 1992, by Articles of Amendment filed April 10, 1997, by Articles of Amendment filed December 14, 2000, by Articles of Amendment filed October 21, 2004, by Articles of Amendment filed April 28, 2008, by Articles of Amendment filed May 6, 2009, and by Articles of Amendment filed March 8, 2010 are hereby further amended and are restated to read, in their entirety as follows:

I.

NAME

The name of this corporation is THE CHILDREN'S HOME SOCIETY OF FLORIDA FOUNDATION, INC.,

II.

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual.

III.

PURPOSES

The corporation is organized to operate exclusively for the benefit of The Children's Home Society of Florida, a Florida not-for-profit corporation incorporated in 1902 (the "Society"). In furtherance thereof, the corporation shall be operated exclusively for educational, religious and

charitable purposes within the meaning of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws). Specifically, the corporation shall solicit charitable contributions and donations and the corporation shall accept assets transferred to the corporation by the Society, or by persons, firms, and corporations by gift, donation, devise or bequest, or in any other manner as charitable contributions and donations, principal and income to be invested or distributed to the Society or expended on behalf of the Society, as more specifically prescribed herein and in the Bylaws.

The corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, 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 its purposes as set forth in this Article III. No 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 hereof, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States internal revenue laws) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States internal revenue laws).

IV.

CORPORATION ASSETS

Section 1. RECEIPT AND INVESTMENT OF FUNDS.

(a) The corporation may receive donations from the Society or from any other source in cash or in other property acceptable to the Board of Directors. The corporation may accept donations which restrict their uses and purposes, as described in Section 2 of this Article IV; but, unless otherwise specifically required, the corporation may co-mingle such restricted donations with other assets of the corporation.

(b) The Board of Directors shall appoint one or more professional investment managers who shall manage and invest the corporation's assets in accordance with guidelines adopted by the Board of Directors. The sole responsibilities of the Board of Directors with respect to the investment of the trust assets shall be to select and, when appropriate, to change capable professional investment managers and to set forth such investment guidelines. All donations received shall be held, managed, and invested, and the principal and income shall be distributed in accordance with these Articles. Principal shall not be distributed except to the extent allowed or required by these Articles of Incorporation, or by the donor at the time the gift is made.

Section 2. SEPARATE FUNDS.

(a) Open Funds. Donors may designate that their donation be placed in this fund wherein both principal and/or income from this fund may be available to the Society upon application therefore based upon a demonstrable need for these funds by the Society to meet its financial commitments. Whether the Society has demonstrated a need for these funds shall be

decided by the Board of Directors of the corporation, which may withhold or disburse the funds to the Society in the Board's sole and absolute discretion.

(b) Restricted Funds.

(1) Southeastern Division Fund. The Board of Directors shall maintain a separate fund for the Southeastern Division of the Society (the "Southeastern Division Fund"). The principal and income from the Southeastern Division Fund shall be used exclusively for services and programs provided by the Southeastern Division of the Society (or its successors), and upon any amendment to this absolute restrictive right, the Southeastern Division (or its successors) may request, at any time thereafter, all principal and accrued interest restricted to the Southeastern Division shall be forthwith delivered to the division. In the event any of the Southeastern Division Fund monies are diverted to any use other than as directed by the Southeastern Division Fund Committee, The Children's Home Society of Florida Foundation shall be fully accountable for such actions and on demand will pay any funds so diverted with interest at five percent (5%) over the Prime Rate to the Southeastern Division Fund.

The Southeastern Division Fund shall be managed by the Southeastern Division Fund Committee. The Committee shall be comprised of a minimum of three The Children's Home Society of Florida Foundation Board members from Miami Dade County, Florida who shall form a majority of the

committee membership. The committee shall make all decisions with regard to the Southeastern Division Fund. Decisions with regard to the Southeastern Division Fund will default to the full The Children's Home Society of Florida Foundation Board only if the number of The Children's Home Society of Florida Foundation Board members from Miami Dade County, Florida are less than three. The members of the Southeastern Division Fund Committee shall invite Children's Foundation of Greater Miami Board Members of record as of May, 2004 to become members of the full The Children's Home Society of Florida Foundation Board. The foregoing to the contrary notwithstanding, the Southeastern Division Board of Directors, upon resolution certified by its Secretary or any Vice President, shall have the right at any time to request that funds from the Southeastern Division Fund be delivered to the Southeastern Division for its operating or capital requirements.

The Board of Directors of the Children's Foundation of Greater Miami, Inc., as of May 2004 shall continue to exist as a part of the Southeastern Division Fund Committee and may invite additional residents of Miami Dade County, Florida, to become members of the committee. However, the members of the Southeastern Division Fund Committee shall have no voting rights with regard to The Children's Home Society of Florida Foundation unless they are also members of The Children's Home Society of Florida Foundation Board of Directors. Members of the Southeastern Division Fund Committee

shall serve in an advisory capacity and make recommendations concerning expenditures of the Southeastern Division Fund.

The Southeastern Division Fund Committee shall meet at least twice a year to conduct its business.

(2) Funds For Specific Division. The principal and/or income from this fund shall be restricted to the specific Division named as the recipient of the gift, devise, etc., and shall only be used for the operations of the named Division or any successor to the named Division.

(3) Specific Purpose Funds. Donors may restrict the use of principal and/or income from these funds to specific programs, Divisions and/or facilities, and the principal and/or income from such funds will be used solely in accordance with the instructions of such donors. Acceptance of specific purpose funds shall be in the discretion of the Board of Directors and will be subject to such limitations and procedures as may be provided by the Board of Directors from time to time.

Section 3. DISTRIBUTIONS.

(a) Income from the co-mingled funds shall be allocated among the various co-mingled funds created pursuant to Section 2 of this Article IV in the same proportion that the fund bears to the total co-mingled funds of the corporation, and a statement of such allocation shall be prepared not less often than annually. "Net income" means the gross income less the reasonable and

necessary expenses of the corporation, including reasonable compensation of one or more professional investment managers.

(b) The corporation shall, at least annually, furnish to the Society a statement of financial position, a statement of activities and a statement of net assets. Unless otherwise specified at the time of contribution by the donor in writing and approved by the Board of Directors, and excluding the specific purpose funds, the corporation shall make an annual distribution to the Society. The amount of the distribution shall be established annually by the Board of Directors and shall be a percentage of the average market value for the 36 months prior to and including June 30th, for all funds except specific purpose funds. The distribution shall be made each July to each division pro rata in an amount proportional to the amount in each specific division fund. The Society may request additional distributions as needed.

This computation and determination shall be made annually subsequent to the issuance of the audited financial statements of the corporation and shall be effective for the following fiscal year. The distribution amount shall not change for the year regardless of changes in market value during the year.

V.

REGISTERED OFFICE AND AGENT

The registered office of this corporation in the State of Florida is 1375 S. Semoran Boulevard, Suite 1345B, Winter Park, Florida 32792, and the name of the registered agent of this corporation at that address is Robert J. Wydra, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

VI.

BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS.

The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, however, in no event shall the number of Directors be reduced below nine (9). In the event that the number of Directors is increased, an equal number of the additional Directors shall be appointed for one, two and three year terms. The Chairman and Chairman-elect of the Society's Board of Directors and the Chief Executive Officer of the Society, respectively, shall serve ex officio, with vote.

Section 2. APPOINTMENT OF TERMS OF DIRECTORS.

The Board of Directors may, from time to time, nominate, constitute and appoint by majority vote such person as they may select as a Director or successor director; provided, however, that the chairman and chairman-elect of the Board of Directors of the Society and the Chief Executive Officer of the Society shall be automatically replaced with their successors in office. The Bylaws of the corporation may provide for staggered terms for up to three classes of directors. Directors may be appointed for a term of up to three (3) years, but may serve no more than nine (9) consecutive years in office. Directors who have served for the maximum number of consecutive years in office may be reappointed after one (1) year's absence from the board.

VII.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Edward L. Kelly

ADDRESS

Rogers, Towers, Baily, Jones & Gay
1301 Riverplace Blvd., Suite 1500
Jacksonville, FL 32207

VIII.

MEMBERS

The corporation shall have no members.

IX.

OFFICERS

The officers of the corporation shall be elected by the Board of Directors annually and in the manner provided in the Bylaws; and each officer shall hold his respective office for one (1) year or until his or her successor is duly elected and qualified, and shall have such powers and duties as may be prescribed in the Bylaws or determined by the Board of Directors. Any person may hold two (2) or more offices, except that the Chairman shall not serve as either Secretary or Vice-Chairman of this corporation.

X.

BYLAWS

The Board of Directors then serving, may repeal, amend or adopt Bylaws for the corporation provided that an amendment to the Bylaws must be approved and adopted by the affirmative vote of at least three-fourths of the Board of Directors of the corporation.

XI.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, provided that an amendment to these Articles must be approved and adopted by the affirmative vote of at least three-fourths of the Board of Directors of the corporation. Notwithstanding the foregoing, these Articles shall not be amended to allow principal to be distributed to the Society except to the extent allowed or required by the original Articles of Incorporation of the Corporation executed on December 13, 1990, or by the donor at the time the gift is made.

XII.

DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of termination or dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the remaining assets and property of the corporation exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes to organizations that are then exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws), and to which contributions are then deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws), or to the local, state or federal government exclusively for public purposes; provided, however, that if the Society is still in existence and is then an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of

1986, as amended (or the corresponding provisions of any future United States internal revenue laws), and to which contributions are then deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws), the assets of the corporation shall instead be distributed to a trust to be established, organized and operated for the same purposes as this corporation for the benefit of the Society; however, in no event shall principal be distributed to the Society. The trustee of said trust shall be a banking corporation with trust powers under the laws of the State of Florida, and shall have assets of twenty billion dollars (\$20,000,000,000) or more. Notwithstanding the foregoing to the contrary, funds restricted to a particular Division pursuant to Article IV, Section 2 (b)(2) shall be distributed to the Division to which they were restricted.

XIII.

PRIVATE FOUNDATION PROVISIO

In the event that the corporation is ever determined or deemed by the Internal Revenue Service to be a "private Foundation" within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions or any subsequent United States internal revenue laws), during the continuance of such status:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

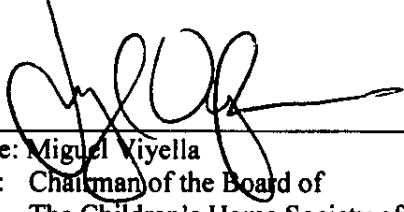
(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

CERTIFICATE

The corporation has no members, and the Board of Directors have approved these Eighth Amended and Restated Articles of Incorporation of The Children's Home Society of Florida Foundation, Inc. , on Jan. 7, 2013.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of The Children's Home Society of Florida Foundation, Inc., being a natural person competent to contract, have hereunto set his hand this 7th day of January, 2013.


Name: Miguel Viyella
Title: Chairman of the Board of
The Children's Home Society of Florida
Foundation, Inc.

STATE OF FLORIDA)
)
COUNTY OF _____)

BEFORE ME personally appeared Miguel Viyella to me well known to be the person described in and who executed the foregoing Eighth Amended and Restated Articles of Incorporation of THE CHILDREN'S HOME SOCIETY OF FLORIDA FOUNDATION, INC., and he acknowledged before me that he signed such Eighth Amended and Restated Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at, Miami Dade County, Florida, this 7th day of January, 2013.



[Signature]
Notary Public, State of Florida at Large
My Commission expires: 7/31/2016

[Notarial Seal]

These amendments were adopted on November 18, 2011.