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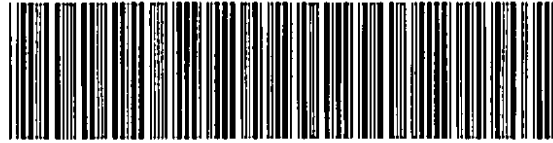
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Children's Home Society of Florida Foundation, Inc.

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Frank D. Gonzalez, Esq.

Name of Person

The Children's Home Society of Florida Foundation, Inc.

Firm/Company

5766 S. Semoran Boulevard

Address

Orlando, Florida 32822

City/State and Zip Code

Frank.Gonzalez@chsfl.org

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

For further information concerning this matter, please call:

Frank D. Gonzalez, Esq.

Name of Person

at (321)

Area Code

397-0047

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ELEVENTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CHILDREN'S HOME SOCIETY OF FLORIDA FOUNDATION, INC.
(THE "FOUNDATION")**

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A Florida Corporation Not for Profit

The Articles of Incorporation of The Children's Home Society of Florida Foundation, Inc., (the "Foundation") filed with the Office of the Secretary of State of Florida on December 18, 1990, as previously amended 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, by Articles of Amendment filed March 8, 2010, by Articles of Amendment filed January 11, 2013, by Articles of Amendment filed June 11, 2013, by Articles of Amendment filed July 7, 2015 and by Articles of Amendment filed April 2, 2018 are hereby further amended and are restated to read, in their entirety as follows:

I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is THE CHILDREN'S HOME SOCIETY OF FLORIDA FOUNDATION, INC., and its principal office shall be located in Florida and at a location determined by the Board of Directors with offices at such other places in Florida as may be deemed necessary by the Corporation to carry out its purposes.

II.

TERM OF EXISTENCE

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

III.

PURPOSES

The Foundation 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 Foundation 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 Foundation shall solicit charitable contributions and donations and the Foundation shall accept assets transferred to the Foundation 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 Foundation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the Foundation shall be distributable to or inure to the benefit of its Officers or Directors or any private person, except that the Foundation 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 Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 Foundation 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.

REGISTERED OFFICE AND AGENT

The registered office of this Foundation is 801 U.S. Highway 1, North Palm Beach, Florida, 33408, and the name of the registered agent of this Foundation at that address is Corporate Creations Network Inc. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF**

The Children's Home Society of Florida Foundation, Inc.

The undersigned, having been designated as the Registered Agent for the service of process within the State of Florida upon The Children's Home Society of Florida Foundation, Inc., a corporation not for profit organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 801 U.S. Highway 1, North Palm Beach, Florida, 33408. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand at North Palm Beach, Palm Beach County, Florida, on this 5th day of May, 2021.

Corporate Creations Network Inc.

by /s/ Jim Perkins Executive Vice President

Registered Agent

V.

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 Vice-Chairman 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 (i) the Chairman and Vice-Chairman 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 and (ii) more than twenty-five percent (25%) of the Board of Directors shall be current members of The Children's Home Society of Florida Board of Directors. The Bylaws of the Foundation may provide for staggered terms for up to three classes of Directors. However, no Director shall serve more than three (3) successive three-year terms without a minimum of one (1) year's absence from the Board. Term limits are effective March 1, 2018.

VI.

INCORPORATOR

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

NAME	ADDRESS
Edward L. Kelly	Rogers, Towers, Baily, Jones & Gay 1301 Riverplace Blvd., Suite 1500 Jacksonville, FL 32207

VII.

MEMBERS

The Foundation shall have no members.

VIII.
OFFICERS

The Officers of the Foundation shall be elected by the Board of Directors in the manner provided in the Bylaws. Any person may hold two (2) or more offices, except that the Chairman shall not serve as either Secretary or Vice-Chairman of this Foundation.

IX.
BYLAWS

The Board of Directors then serving, may repeal, amend or adopt Bylaws for the Foundation 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 Foundation.

X.
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 Foundation.

XI.
DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of termination or dissolution or winding up of the affairs of the Foundation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all of the remaining assets and property of the Foundation 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 Foundation shall instead be

distributed to a trust to be established, organized and operated for the same purposes as this Foundation for the benefit of the Society. Assets restricted to a particular purpose, shall remain restricted to that purpose. 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.

XII.

PRIVATE FOUNDATION PROVISIO

In the event that the Foundation 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 Foundation 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 Foundation 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 Foundation 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.

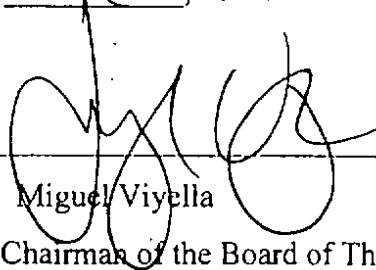
(4) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(5) The Foundation 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 Foundation has no members, and the Board of Directors has approved these Eleventh Amended and Restated Articles of Incorporation of The Children's Home Society of Florida Foundation, Inc.

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 8th day of June, 2021.


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 in person in person or _____ via remote online notarization appeared Miguel Viyella to me well known to be the person described in and who executed the foregoing Eleventh 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 Eleventh 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 8th day of June, 2021.





Paul Jahjah
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG964667
Expires 3/2/2024

Notary Public, State of Florida at Large

My Commission expires: 3/2/2024