

N44488

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December 22, 2000

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

Dear Sir or Madam:

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-12/26/00--01093--017  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Enclosed for filing is the Amended and Restated Articles of Incorporation of The Health and Human Services Planning Association, along with a check in the amount of \$43.75 (for the filing fee and for a certified copy of the Amendment). Please return the certified copy to me at the address noted above. Thank you for your assistance in this matter.

Sincerely yours,

*Thomas A. Sheehan, III*

Thomas A. Sheehan, III

TAS:ct  
Enclosures

FILED  
00 DEC 26 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended & Restated*

T BROWN JAN - 8 2001

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF**

**THE HEALTH AND HUMAN SERVICES PLANNING ASSOCIATION, INC.,  
(a Corporation Not-For-Profit)**

FILED  
00 DEC 26 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Corporation hereby amends and restates, in its entirety, its Articles of Incorporation originally filed with the Secretary of State on July 25, 1991 and amended July 1, 1997, as document number N44488. These Amended and Restated Articles of Incorporation were duly adopted at a meeting of the Board of Directors of this Corporation on January 19, 2000 by a majority vote of the Directors then in office. No approval of members was required.

**ARTICLE I**

**Name and Address of Principal Office**

The name of the corporation shall be The Health and Human Services Planning Association, Inc. (the "Association"). Its principal office and mailing address is 2600 Quantum Boulevard, Boynton Beach, Florida 33426, or such other location in Palm Beach County, Florida as the Board of Directors may determine.

**ARTICLE II**

**Duration**

The Association shall have perpetual existence.

**ARTICLE III**

**Purpose Clause**

The purposes for which this Association is organized are:

- A. Exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue law). Notwithstanding any other provision of these Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or by an association, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

- B. The Association's purposes shall include, but not be limited to, supporting collaboratives, partnerships, and other activities that facilitate the planning, development and implementation of an effective health and human services delivery system to meet the diverse of the needs of the people of Palm Beach County.

## **ARTICLE IV**

### **Restrictions**

- A. This Association is a not-for-profit corporation organized pursuant to the Florida Not-for-Profit Corporation Act, and is created, organized, and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes.
- B. This Association does not contemplate pecuniary gain or profit to its members, directors or officers, and no part of any net earnings of the Association shall inure to the benefit of any member, director, officer or other individual; however, nothing herein shall prohibit the Association from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Association.
- C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Association so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal and state income, estate and gift tax purposes under applicable law.
- D. No substantial part of the activities of the Association shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation. This Association shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.
- E. The Association shall not engage in any "prohibited transaction," as that term is defined in Section 503(b) of the Code (or the corresponding provision of any future United States Internal Revenue law).
- F. All of the property of this Association is and shall be irrevocably dedicated to religious, charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Association, the assets shall be distributed to one or more organizations which are organized and exist exclusively for religious, charitable, scientific, literary or educational purposes and that qualify for exemption under federal income tax under the provisions of Section 501(c)(3) of the Code or to the United States of America, the State of Florida, the County of Palm Beach or the local government. In no event shall the assets or property of the Association, or

the proceeds of any such assets or property, upon dissolution, go or be distributed to its members, either for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose.

## **ARTICLE V**

### **Capital Stock**

The Association shall have no capital stock.

## **ARTICLE VI**

### **Liability**

None of the directors or officers of the Association shall be personally liable for its debts, liabilities or obligations.

## **ARTICLE VII**

### **Board of Directors**

The Association shall have the number of directors as set forth in the By-Laws, and the directors shall be elected pursuant to the method of election set forth in the By-Laws. Unless otherwise provided in these Articles of Incorporation or the By-Laws, a quorum of the Board of Directors shall consist of one-third of the number of directors prescribed in the By-Laws.

## **ARTICLE VIII**

### **Officers**

The officers of the Association shall occupy those positions designated in the By-Laws, and they shall be elected and shall govern in accordance with the provisions of the By-Laws.

## **ARTICLE IX**

### **Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Not-for-Profit Corporation Act and the Florida Business Corporation Act, as the same may be amended from time to time, or any successor statute, the Association shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all expenses or liabilities incurred in connection with a civil or criminal proceeding

brought against any such persons, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity during the existence of such relationship. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified persons may be entitled under any By-Law provision, agreement, vote of disinterested directors or otherwise. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

## **ARTICLE XI**

### **Amendments**

These Articles of Incorporation may be altered or amended by the affirmative vote of a majority of the members of the Board of Directors.

**THE HEALTH AND HUMAN SERVICES  
PLANNING ASSOCIATION, INC.**

By: Thomas A Sheehan III  
Name: Thomas A. Sheehan, III  
Title: Chair