

N94000002112

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated Art. & N/c

SF

3/17/05

MICHAEL L. BREWER

Attorney at Law

500 Canal Street, New Smyrna Beach, Florida 32168
(386) 423-5504

Telecopier: (386) 423-8370

February 25, 2005

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

RE: Women's Care Center, Inc.

Dear Sir or Madam:

Please find enclosed for filing an Amended and Restated Articles of Incorporation for the above referenced corporation. Also enclosed is a check made payable to the Department of State in the amount of Thirty-Five and 00/100's (\$35.00) Dollars for the filing fee.

Should you have any questions, please feel free to call.

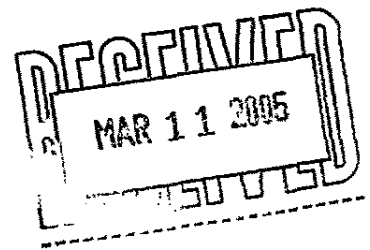
Sincerely,


Michael L. Brewer, Esq.

MLB/mlv
Enclosure



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State



March 8, 2005

MICHAEL L. BREWER
500 CANAL ST.
NEW SMYRNA BEACH, FL 32168

SUBJECT: A CRISIS PREGNANCY CENTER, INCORPORATED
Ref. Number: N94000002112

We have received your document for A CRISIS PREGNANCY CENTER, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 805A00015951

RECEIVED
05 MAR 16 AM 8:11
DIVISION OF CORPORATIONS

MICHAEL L. BREWER

Attorney at Law

500 Canal Street, New Smyrna Beach, Florida 32168
(386) 423-5504

Telecopier: (386) 423-8370

March 14, 2005

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

RE: A Crisis Pregnancy Center, Inc.
Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Pursuant to your letter of March 8, 2005, please find enclosed a Certificate In Support of Amended and Restated Articles of Incorporation of Women's Care Center, Inc., along with the original Amended and Restated Articles of Incorporation and Acceptance of Registered Agent.

Should you have any questions, please feel free to call.

Sincerely,


Michael L. Brewer, Esq.

MLB/mlv
Enclosure

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WOMEN'S CARE CENTER OF NSB, INC., a Florida
Not For Profit Corporation formerly known as
A CRISIS PREGNANCY CENTER, INCORPORATED

FILED
05 MAR 16 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be WOMEN'S CARE CENTER OF NSB, INC., a Florida not for profit corporation.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND
MAILING ADDRESS

The principal place of business and mailing address shall be at 600 North Dixie Freeway, New Smyrna Beach, Florida 32168.

ARTICLE III

PURPOSE

The purpose of the corporation shall be a Christian ministry providing Christian alternatives and assistance to pregnant women by offering unconditional love, sharing of the Gospel of Jesus Christ, referral information, ongoing support and caring friendship.

The corporation shall be organized and operated exclusively for religious, charitable or educational purposes and no part of the net earnings shall inure to the benefit of any private shareholder or individual; and no substantial part of the activities of the corporation shall include the carrying on of propaganda or, otherwise attempting to influence legislation; and the corporation shall not attempt to participate or intervene in any political campaign.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States tax law; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provisions of any future United States tax law.

In the event of the dissolution of this corporation, all of the assets shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States tax law.

ARTICLE IV

BOARD OF DIRECTORS

The government of the corporation shall be vested in a board of directors, who shall be members of the corporation, and such officers and committees as said Board of Directors may appoint in conformity with these Articles and with the By-laws of the corporation. The Board of Directors shall consist of at least seven (7) members, and not in excess of fifteen (15) members, each with a profession of faith that is consistent with the purpose of this Christian ministry. These members shall be representatives of the Christian evangelical community with the specific acknowledgment in the sovereignty of God's holy word as found in the Old and New Testament. Furthermore, this statement of faith

will acknowledge the virgin birth, the death, burial and resurrection, and the atoning blood of Jesus Christ. Each board member shall be committed to the admonition of Christ in the Great Commission. It is the responsibility of each board member to covenant with this board that in the event their personal conduct is inconsistent with the biblical tenants found in God's word, they would remove themselves from this board. Each member of this board will believe that life begins at conception, and the taking of life any time during the pregnancy is wrong.

ARTICLE V

POWERS OF CORPORATION

This corporation may solicit, acquire, take by gift, purchase, devise or bequest, real and personal property for purposes appropriate in the exercise of its powers and to the attainment of real and personal property, including the right to take, hold and dispose of shares of stock in other corporations; and the corporation may borrow money, contract debts and issue bonds, notes, debentures and securities for such debts; and the corporation shall have full powers accorded under the Laws of the State of Florida, but shall engage in no activity that would impair its qualification as a tax exempt organization under the provisions of the United States Internal Revenue Code or the Laws of the State of Florida.

No income or property that the corporation may receive shall be in any manner distributed to its members except in payment for

services rendered to the organization.

ARTICLE VI

DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE VII

MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors, as stated herein.

The associate membership of the corporation shall include all who profess support for the goals of the corporation as stated herein and who meet other criteria as stated in the by-laws of the corporation.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS OR OFFICERS

The corporation may indemnify any director or officer of the corporation for any liability, including attorney fees and costs, that may be incurred by such individual as a result of such director's or officer's proper act in furtherance of the corporation's purpose and activities.

The directors shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE IX

REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the principal office and registered office of the corporation shall be:

600 North Dixie Freeway
New Smyrna Beach, Florida 32168


and the name of the registered agent of this corporation at that address is KEVIN J. PARA, who upon accepting this designation agrees to comply with the provisions of Section 48.091 Florida Statutes as amended from time to time with respect to keeping an office open for the service of process.

ARTICLE X

INCORPORATORS

The name and address of the initial incorporator of the corporation was Barbara J. Gleason Sweet, 431 North Causeway, New Smyrna Beach, Florida 32169.

The undersigned Chairman of the Board of Directors has executed these Amended and Restated Articles of Incorporation this 24th day of February, 2005.


JOHN MARSH, Vice Chairman of
the Board of Directors

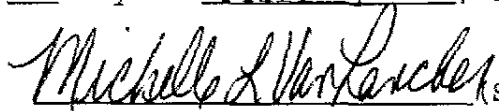
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared JOHN MARSH, who, being personally known to me, and who by me being first duly sworn, did acknowledge and say upon oath that he is the individual who executed the foregoing Amended and Restated Articles of Incorporation of WOMEN'S CARE CENTER OF NSB, INC., a non-profit corporation, and that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED this 24th day of February, 2005.



Michelle L. VanLancker
MY COMMISSION # DD050958 EXPIRES
October 31, 2005
BONDED THRU TROY FARM INSURANCE, INC.

 (SEAL)
Notary Public, State of Florida
My commission expires: 10/31/2005

ACCEPTANCE BY REGISTERED AGENT


Having been named to accept service of process for this corporation at the place designated in the foregoing Articles of Incorporation, KEVIN J. PARA agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 Florida Statutes relative to keeping open such an office.

A handwritten signature in black ink, appearing to read 'K. Para', is written over a horizontal line.

KEVIN J. PARA, Registered Agent

CERTIFICATE IN SUPPORT OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WOMEN'S CARE CENTER, INC.

The Board of Directors, which also comprises all of the Members, of A CRISIS PREGNANCY CENTER, INCORPORATED at a duly called meeting for the purpose of adopting Amended and Restated Articles of Incorporation met on October 5, 2004 and unanimously approved the change of corporate name to WOMEN'S CARE CENTER, INC., and all other amendments contained in the attached or foregoing document entitled Amended and Restated Articles of Incorporation of WOMEN'S CARE CENTER, INC. The Board authorized and directed TERRY CORNELIS as Chairman of the Board to execute and file said Amended and Restated Articles with the Secretary of State for the State of Florida.



TERRY CORNELIS,
Chairman of the Board

Attest: 

Hans Wolfer, Secretary