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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2007

REBECCA PROCTOR
P.O. BOX 3948
SARASOTA, FL 34230-3948

SUBJECT: THE CHILDREN'S GUARDIAN FUND, INC.
Ref. Number: N96000000368

We have received your document for THE CHILDREN'S GUARDIAN FUND, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 407A00021180

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DIVISION OF CORPORATIONS

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LAW OFFICES OF
DUNLAP & MORAN, P.A.

Post Office Box 3948, Sarasota, Florida 34230-3948
Telephone 941-366-0115 Facsimile 941-365-4660 www.dunlapmoran.com

April 6, 2007

Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

Re: The Childrens Guardian Fund Inc.

Dear Sir or Madam:

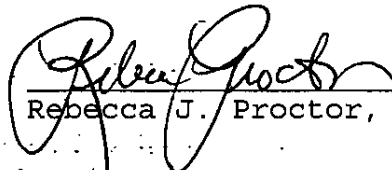
Enclosed herewith please find the Amended and Restated Articles of Incorporation for filing, **revised pursuant to your letter of March 28, 2007 (copy enclosed)**. Please note that you have retained our check in the amount of \$70.00 covering the fees for the filing of these Amended and Restated Articles of Incorporation.

I would appreciate it if you would have these Amended and Restated Articles of Incorporation filed with the State and confirmation of filing returned to this office in the **enclosed** self-addressed, stamped envelope provided for your convenience.

If you should have any questions, please feel free to contact me.

Very truly yours,

DUNLAP & MORAN, P.A.


Rebecca J. Proctor, Esq.

RJP:mlj/GAL/ltr Dos file Articles
Enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CHILDREN'S GUARDIAN FUND, INC.

Pursuant to the provisions of Section 617.1007, Florida Statutes, the above-named Florida corporation not for profit hereby adopts the following Restated and Amended Articles of Incorporation: The amendment was adopted by its Board of Directors as pursuant to its Articles of Incorporation and Bylaws and approved by the majority of the Board of Directors entitled to vote on the amendment and the number of votes cast by the Board of Directors were sufficient for approval. The Articles of Incorporation of The Children's Guardian Fund, Inc. are hereby amended and restated as follows:

ARTICLE I.
NAME OF CORPORATION

The name of the Corporation is: **The Children's Guardian Fund, Inc.**

ARTICLE II.
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal address of the Corporation is:

2071 Ringling Boulevard, Suite 625
Sarasota, Florida 34237

and the mailing address of the Corporation is:

P.O. Box 49722
Sarasota, Florida 34230

ARTICLE III.
CORPORATION EXISTENCE

The duration of the Corporation shall be perpetual.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV.
PURPOSES

A. The purposes for which the Corporation is organized are to receive and acquire by any lawful means any property of any character whatsoever and wherever located, to be held and administered for the exclusive benefit of the Guardian Ad Litem Program, State of Florida, Twelfth Judicial Circuit; and to invest, reinvest, and manage funds, securities, and other property contributed or transferred to the Corporation, subject to any restrictions placed upon the contribution or transfer by the donor of such gift. The Guardian Ad Litem Program coordinates a support network of volunteers committed to advocating the rights of abused and neglected children participating in non-criminal court cases involving custody rulings, foster care, and adoption in the Twelfth Judicial Circuit, State of Florida.

B. The general purposes for which this Corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under that code.

C. Notwithstanding any other provisions of these articles, this Corporation shall have a Limitation on its Powers as follows:

1. No part of the assets or net earnings of the Corporation shall be distributable to, or inure to the benefit of, its members, 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 IV 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. 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 IRC Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2), or corresponding section of any future federal tax code.

ARTICLE V.
MEMBERSHIP

Membership shall consist of two classes of members, Active and Associate; and the classes shall be defined as set forth in the Bylaws of the Corporation. The membership of the Corporation shall be composed of any individual, partnership, association, trust, society, university, research institute, academy, corporation, government entity, or other entity or organization. The qualifications of the members of the Corporation; the manner of their admission; and the property, voting, and other rights and privileges of members shall be as regulated in the bylaws. The members of this Corporation shall have no right, title or interest whatsoever in its income, property or assets. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation and shall not be subject to any assessments.

ARTICLE VI.
BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors shall be five, or such greater number as may be determined from time to time by the Bylaws of the Corporation.

The composition of the board of directors shall be as set forth in the Bylaws of the Corporation.

The directors of the Corporation shall be elected to serve for terms of two (2) years. The members of the Board of Directors whose terms have not expired shall elect directors to fill the vacancies in the Board resulting from the expiration of the terms of members or otherwise.

ARTICLE VII.
OFFICERS

The affairs of this Corporation shall be managed by the following officers: President, Vice President, Recording Secretary and Treasurer, and such other officers as may be prescribed from time to time by the bylaws. Each officer shall be elected by the board of directors from among its members at its annual meeting. The powers, duties and terms of office of all officers and methods of filling vacancies in office shall be prescribed from time to time in the bylaws. Each officer shall perform the duties of the office until a successor has been elected.

The names of the present officers who are to serve until a successor has been elected are:

President:	Mrs. Susie Reeder	1125 North Lake Shore Drive Sarasota, Florida 34231
Vice-President:	Mrs. Rebecca Proctor	Dunlap & Moran, P.A. 1990 Main Street, Suite 700 Sarasota, Florida 34236
Recording Secretary:	Mrs. Karen Griffith	5274 Benjamin Lane Sarasota, Florida 34233
Corresponding Secretary	Mrs. Alice Kondrat	2045 Gulf of Mexico Drive, #111 Longboat Key, Florida 34228
Treasurer:	Mrs. Claudia George	2750 Ringling Boulevard, Suite 2 Sarasota, Florida 34237

ARTICLE VIII.
BYLAWS

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided by such Bylaws.

ARTICLE IX.
AMENDMENT TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

ARTICLE X.
REGISTERED OFFICE

The street address of the registered office of the Corporation is 1990 Main Street, Suite 700, Sarasota, Florida 34236; and the name of the registered agent of the Corporation at that address is Rebecca J. Proctor.

ARTICLE XI.
INDEMNIFICATION

Every director and every officer of the Corporation, and every member of the Corporation serving the Corporation at its request, shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of him or her having served the Corporation at its request, whether or not he or she is a director or officer or member serving the Corporation at the time the expenses or liabilities are incurred, except when the director, officer or member serving the Corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of the Corporation. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving the Corporation may be entitled.

XII.
DISTRIBUTION UPON DISSOLUTION

The assets of the Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC Section 501(c)(3) described in Article IV above. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code, first to the State of Florida Twelfth Judicial Circuit Guardian Ad Litem Program administered by the State of Florida. If the State of Florida Twelfth Judicial Circuit Guardian Ad Litem Program shall not be in existence, then to such other not for profit tax exempt charitable organization or 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 Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine. In no way shall any of the assets or property of this Corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to its members or Board of Directors either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purposes.

The date of adoption of these Restated and Amended Articles of Incorporation was the 20th of September, 2006.

IN WITNESS WHEREOF, the undersigned, as president, vice-president, and secretary, respectively, have executed on behalf of this not for profit Corporation these Restated and Amended Articles of Incorporation this 30 day of October, 2006.

The Children's Guardian Fund, Inc.

By Susie Reeder
Susie Reeder, President

By Rebecca Proctor
Rebecca Proctor, Vice-President

By _____
Karen Griffith, Secretary

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for **The Children's Guardian Fund, Inc.**, at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. 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.

Dated: 10/30, 2006

Rebecca Proctor
Rebecca J. Proctor,
Registered Agent

IN WITNESS WHEREOF, the undersigned, as president, vice-president, and secretary, respectively, have executed on behalf of this not for profit Corporation these Restated and Amended Articles of Incorporation this 33 day of October, 2006.

The Children's Guardian Fund, Inc.

By _____
Susie Reeder, President

By _____
Rebecca Proctor, Vice-President

By Karen Griffith, Secretary
Karen Griffith, Secretary

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for **The Children's Guardian Fund, Inc.**, at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. 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.

Dated: _____, 2006

Rebecca J. Proctor,
Registered Agent