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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
KIDS IN DISTRESS FOUNDATION, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KIDS IN DISTRESS FOUNDATION, INC.**

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The undersigned, Beverly Bryant, does hereby certify as of this 13th day of November, 2013, that:

1. S/he is the Secretary of KIDS IN DISTRESS FOUNDATION, INC., a Florida not for profit corporation (the "Corporation").

2. The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on June 29, 1998 and became effective June 30, 1998.

3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety by substituting in lieu thereof new articles, which are set forth below.

4. The amendment and restatement herein certified has been duly adopted by the Board of Directors of the Corporation in accordance with Section 617.1007 of the Florida Statutes.

5. The Amended and Restated Articles of Incorporation of the Corporation, as amended and restated hereby, shall read as follows:

**ARTICLE I: NAME.** The name of the corporation (the "Corporation") is KIDS IN DISTRESS FOUNDATION, INC.

**ARTICLE II: TERM OF EXISTENCE.** This corporation is to exist perpetually.

**ARTICLE III: PURPOSES.** The sole purpose for which this corporation is organized is to solicit and accept gifts and grants to contribute to Kids In Distress, Inc. (KID, Inc.") in order to support its efforts:

1. To establish a child-centered and family based resource for comprehensive and holistic care that integrates the physical, behavioral, and educational needs of children and their caregivers, ultimately leading to enhanced well being;

2. To coordinate care and service delivery in collaboration with health care, social service and other community based organizations;
3. To provide health care, including but not limited to, dental and behavioral, for indigent children; children with or without private commercial insurance or children who are eligible for government-sponsored health insurance such as Medicaid.

**ARTICLE IV: BOARD OF DIRECTORS.** The Board of Directors shall be the primary governing body of the Corporation. The number of Directors may be increased or decreased from time to time and their election and appointment shall be as specified in the Bylaws of the Corporation, provided that the Corporation shall always have at least three (3) Directors.

**ARTICLE V: BYLAWS.** The Board of Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**ARTICLE VI: AMENDMENTS.** These Amended and Restated Articles of Incorporation may be amended in the manner provided by law and the Bylaws of the Corporation; however, such amendment shall only become effective if ratified by the KID, Inc. Board.

**ARTICLE VII: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS.** The principal place of business and mailing address of the Corporation shall be 819 NE 26<sup>th</sup> Street, Wilton Manors, Florida 33305 or such other location as may be established by the Board of Directors of the Corporation from time to time.

**ARTICLE VIII: NON-PROFIT STATUS.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, trustees, 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 of the Corporation. No substantial 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, 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 section

501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IX: DISTRIBUTION OF ASSETS UPON DISSOLUTION.**  
Upon the liquidation, dissolution or other discontinuance of the business and operation of the Corporation, no surplus remaining after the payment of the just debts and liabilities of the Corporation shall be distributed to or among the Directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, in the discretion of the Board, to KID, Inc. and then only if KID, Inc. is no longer in existence, to such other organization or organizations as are exempt 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 Law and, further, whose purposes are similar to the purposes of KID, Inc. To the extent there is any conflict between this provision and any provision of the Bylaws, this provision shall prevail.

#### CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of KIDS IN DISTRESS FOUNDATION, INC. (1) were approved by the Directors on November 12, 2013, because the Corporation has no members, and (2) the number of votes cast by the Directors for such amendments was sufficient for approval.

Dated this 13th day of November, 2013.

KIDS IN DISTRESS FOUNDATION, INC.

By: 

Name: Beverly Bryant

Title: Secretary