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KATHLEEN F. LONERGAN

ATTORNEY AND COUNSELOR AT LAW

P.O. BOX 3248

SPRING HILL, FLORIDA 34611

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PHONE/FAX (352) 597-2232

CERTIFIED FAMILY MEDIATOR

July 26, 2001

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

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-08/06/01-01108-011

*****43.75 *****43.75

Att.: Amendment Section

Re: Hernando County Visitation Center, Inc.

Dear Sirs/Madams:

Enclosed herewith please find an original and one (1) copy of the Amended and Restated Articles of Incorporation of Hernando County Visitation Center, Inc., together with a check in the sum of \$43.75 to cover the cost of filing the same and obtaining a certified copy thereof.

Many thanks for your courtesy and cooperation herein.

Very truly yours,

Kathleen F. Lonergan
Kathleen F. Lonergan

/bm
Encs.

Amend + Restate Arts
8-15-01
KFL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HERNANDO COUNTY VISITATION CENTER, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Section 617, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation, as follows:

FIRST: Amended and restated Articles are as follows:

ARTICLE I: The name of the Corporation is **HERNANDO COUNTY VISITATION CENTER, INC.**

ARTICLE II: The principal place of business and mailing address of the Corporation is: 275 Oak Street, Brooksville, Florida 34601.

ARTICLE III: The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Without in anyway limiting the foregoing general purposes, the specific purpose of the Corporation is to develop a multifaceted family visitation center to facilitate visitation and family interactions by providing a structured visitation setting, educational opportunities, and other programs to address the varied needs of families and to undertake such activities which may, in the discretion of the Board of Directors, be calculated to further the above purpose, and to that end, to organize and maintain other educational or charitable institutions or agencies.

The Corporation shall be nonpartisan, nonprofit and non-sectarian.

ARTICLE IV: The Corporation shall have perpetual existence.

ARTICLE V: The Corporation shall not have or issue shares of stock. However, it may have and issue membership certificates which shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE VI: The business affairs of the Corporation shall be managed by a Board of Directors, not less than three (3), all elected Officers of the Corporation and the immediate Past President. The Directors shall be elected and succeeded in accordance with the Bylaws.

ARTICLE VII: The Officers of the Corporation shall consist of a PRESIDENT, VICE-PRESIDENT, SECRETARY and TREASURER, who shall be elected by the BOARD OF DIRECTORS as provided in the Bylaws.

ARTICLE VIII: The Board of Directors of this Corporation may provide such Bylaws for conducting its business and carrying out its purposes, as they may deem necessary from time to time. Upon proper notice, the Bylaws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX: The qualifications for membership and the manner of admission to membership shall be governed and regulated by the Bylaws of the Corporation.

ARTICLE X: No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this organization all of its assets remaining, after payment of all costs and expenses of such dissolution, shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, and none of these assets will be distributed to any member, officer, or trustee of this Corporation.

SECOND: The date of adoption of the Amended and Restated Articles of Incorporation was July 13th, 2001.

THIRD: The Board of Directors adopted the Amended and Restated Articles of Incorporation and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval. No member approval required.

Dated: July 13th, 2001.

HERNANDO COUNTY VISITATION CENTER, INC.

By: *Helene Johnson*
President
HELENE A. Johnson
Typed or Printed Name

STATE OF FLORIDA)
) ss.:
COUNTY OF HERNANDO)

I HEREBY CERTIFY that on this 25th day of July, 2001, before me, an officer duly authorized in the aforesaid State and County to take acknowledgments, personally appeared Helene Johnson, as President of HERNANDO COUNTY VISITATION CENTER, INC., who produced is personally known to me as identification, and she acknowledged that she executed the same freely and voluntarily for the use and purposes therein expressed.

Kathleen F. Lonergan
NOTARY PUBLIC

