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December 8, 1998

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

RESTATED ARTICLES OF INCORPORATION

for

Alaqua Women's Charitable Fund, Inc.

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Restated Articles of Incorporation for the above not for profit corporation and a check in the amount of \$43.75 to cover the filing fee and a Certified Copy of the Restated Articles.

Please send both the copy of the filed document and the Certified Copy to the following address:

Robert J. Hutchins, Attorney
222 West Comstock Ave., Suite 111
Winter Park, Florida 32789

Respectfully submitted,



Robert J. Hutchins

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TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION OF

Alaqua Women's Charitable Fund, Inc.

The undersigned, hereby adopts the following Restated Articles of Incorporation of Alaqua Women's Charitable Fund, Inc.

Article I - Name

The name of this corporation is: **Alaqua Women's Charitable Fund, Inc.**

Article II - Address

The street address of the initial principal office of this corporation is: 2251 Lucien Way, Suite 300, Maitland, Florida 32751.

Article III - Term of Existence

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

Article IV - Purposes

The purposes for which this corporation is formed are to assist families in crisis, to support other charitable organizations that assist families in crisis, and to engage in charitable, scientific, or educational activities, all within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended and applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its members where necessary to carry out the exempt purposes of the corporation; provided, however, that:

(i) no part of the net earnings of the corporation shall inure to the benefit of any member or other individual nor shall any distribution of the corporation's assets be made to any member or other individual, unless such distribution is in furtherance of the exempt purposes specified above, or pursuant to Article V immediately following;

(ii) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation;

(iii) the corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;

(iv) the income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by §4942 of the Code;

(v) the corporation shall not engage in any act of self dealing (as defined in §4941(d) of the Code), retain any excess business holdings (as defined in §4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation under §4944 of the Code, or make any taxable expenditure (as defined in §4945(d) of the Code); and,

(vi) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age.

It is the specific intention of the incorporator that the purposes and activities of the corporation be as broad as permitted by §617.001 et seq. of the Florida Not For Profit

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Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within §501(c)(3) of the Code.

Article V - Distribution of Assets Upon Liquidation

The assets of the corporation are irrevocably dedicated to the purposes specified in Article IV. Therefore, upon liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all remaining assets of the corporation as they shall determine; provided, however, that such distributions shall be made exclusively:

- (i) for one or more exempt purposes within the contemplation of §501(c)(3) of the Code; and/or,
- (ii) to the United States federal government, and/or to a state or local government, for a public purpose; or,
- (iii) for a comparable purpose, as specified in paragraphs (i) and (ii) of this Article V, pursuant to court order.

Article VI - Manner of Election of Directors

The method of election of directors will be stated in the corporation's By-Laws.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 222 West Comstock Avenue, Suite 111, Winter Park, Florida 32789 and the name of the initial registered agent of this corporation at that address is Robert J. Hutchins.

Article VIII - Initial Board of Directors

- A. The initial number of directors of the corporation shall be five (5).
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the members, but shall never be less than the minimum number of directors required by applicable law, or more than the number of voting members of the corporation.
- C. The name and street addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified are:

Name	Address
Nancy P. Fichthorn	2251 Lucien Way, Suite 300, Maitland, Florida 32751
Marie Hitt	2251 Lucien Way, Suite 300, Maitland, Florida 32751
Marie Walsh	2251 Lucien Way, Suite 300, Maitland, Florida 32751
Pam Pollack	2251 Lucien Way, Suite 300, Maitland, Florida 32751
Polly Dobson	2251 Lucien Way, Suite 300, Maitland, Florida 32751

Article IX - Members

A. The members of the Initial Board of Directors shall also constitute all of the initial members of the corporation.

B. Any natural person over 18 years of age, or any business entity interested in furthering the purposes of the corporation may be admitted as a member of the corporation upon payment of a membership fee established by the Board of Directors (or committee thereof).

C. Each member shall be entitled to one (1) vote on all matters submitted to a vote of the members.

Article X - By-Laws


The power to adopt, amend or repeal By-Laws for the management of the corporation shall be vested in the Board of Directors of the corporation.

Article XI - Amendment to Articles

These Articles of Incorporation may be amended in any manner permitted by law.

Article XII - Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if the same would violate any of the purposes of the corporation as specified in Article IV hereof.


Nancy P. Fichthorn, Chairman of the Board of Directors

12.2.95
Date

Certificate

FIRST: The attached restatement contains amendments to the Articles of Incorporation requiring member approval.

SECOND: The name of the corporation is: **Alaqua Women's Charitable Fund, Inc.**

THIRD: The text of the amendments adopted are as follows:

Articles III through V of the original Articles of Incorporation are hereby deleted and the following Articles III through XII are substituted in their place:

Article III - Term of Existence

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

Article IV - Purposes

The purposes for which this corporation is formed are to assist families in crisis, to support other charitable organizations that assist families in crisis, and to engage in charitable, scientific, or educational activities, all within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended and applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its members where necessary to carry out the exempt purposes of the corporation; provided, however, that:

(i) no part of the net earnings of the corporation shall inure to the benefit of any member or other individual nor shall any distribution of the corporation's assets be made to any member or other individual, unless such distribution is in furtherance of the exempt purposes specified above, or pursuant to Article V immediately following;

(ii) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation;

(iii) the corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;

(iv) the income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by §4942 of the Code;

(v) the corporation shall not engage in any act of self dealing (as defined in §4941(d) of the Code), retain any excess business holdings (as defined in §4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation under §4944 of the Code, or make any taxable expenditure (as defined in §4945(d) of the Code); and,

(vi) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age.

It is the specific intention of the incorporator that the purposes and activities of the corporation be as broad as permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within §501(c)(3) of the Code.

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The assets of the corporation are irrevocably dedicated to the purposes specified in Article IV. Therefore, upon liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all remaining assets of the corporation as they shall determine; provided, however, that such distributions shall be made exclusively:

- (i) for one or more exempt purposes within the contemplation of §501(c)(3) of the Code; and/or,
- (ii) to the United States federal government, and/or to a state or local government, for a public purpose; or,
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C. Each member shall be entitled to one (1) vote on all matters submitted to a vote of the members.

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These Articles of Incorporation may be amended in any manner permitted by law.

Article XII - Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if the same would violate any of the purposes of the corporation as specified in Article IV hereof.

FOURTH: The date of adoption of the amendments was December 2, 1998.

FIFTH: The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

Alaqua Women's Charitable Fund, Inc.



Nancy P. Fichthorn, Chairman of the Board of Directors

12.2.98
Date