

Division of Corporations

Page 1 of 1

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FRIENDS OF FOSTER CHILDREN OF SWFL, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF FOSTER CHILDREN OF SWFL, INC.,
(a Florida Not For Profit Corporation)**

**Formerly known as
THE FOSTER CARE COUNCIL OF S.W. FLORIDA, INC.**

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned officer of this Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation which shall supersede in their entirety the previously filed Articles of Incorporation of the Corporation.

ARTICLE I

The name and address of this Corporation is Friends of Foster Children of SWFL, Inc., (hereinafter called the "Corporation").

ARTICLE II

The Corporation's principal office and mailing address are located at 2640 Golden Gate Parkway #112, Naples, Florida 34105.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

The Corporation is organized exclusively for charitable and educational purposes as described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"), including, for such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

The purpose of the Corporation shall be to meet the social, educational and developmental needs of abused, abandoned or neglected children in Southwest Florida who are:

- in the custody of the State of Florida Dependency/Foster Care System,
- at risk of being placed in such custody as determined by Florida Department of Children and Families, Legal Aid or any other such organization that provides direct services to at risk children or,
- left with no support system when they turn 18-years-old while in such system, for up to 18 months after their 18th birthday.

*Amended and Restated Articles of Incorporation of
Friends of Foster Children of SWFL, Inc.
Page 1 of 5*

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To carry out this purpose, the Corporation will assist in developing, organizing, implementing and funding various programs that benefit children in, or at risk of being in, the foster care system.

ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Executive Committee of the Board of Directors, the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation and members of its Executive Committee shall be as set forth in the Bylaws.

ARTICLE VII

The Corporation shall have no Members.

ARTICLE VIII

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with a Plan of Dissolution to be adopted by the Executive Committee of the Board of Directors. The assets distributed under the Plan shall be distributed to one or more charitable and educational corporations within the meaning of Section 501(c)(3) of the Code engaged in assisting Foster Children in Southwest Florida, or shall be distributed to the State of Florida or a political subdivision thereof for a public purpose which supports Foster Children. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction 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 which are organized and operated exclusively for such purposes.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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.

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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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, by means of an inadvertent or intentional change to its present status as a public charity as such terms are defined in Section 509(a) of the Code, then in that event, the Corporation:

A. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and,

B. Shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE X

The Corporation's Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted only by a majority vote of the members of the Executive Committee of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with federal or Florida law or these Articles of Incorporation.

ARTICLE XI

These Articles of incorporation may be amended, altered and/or restated only by a majority vote of the members of the Executive Committee of the Board of Directors.

ARTICLE XII

The street address of the Corporation's registered office in the State of Florida is 2640 Golden Gate Parkway #112, Naples, Florida 34105, and the name of its registered agent at such office is Mark Schwartz.

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ARTICLE XIV

ADOPTION OF AMENDED AND RESTATED ARTICLES


These Amended and Restated Articles of Incorporation of the Corporation were adopted by a majority vote of the Board of Directors of the Corporation as permitted by Florida law and the Corporation's bylaws on February 5, 2013. The number of directors voting in favor of the adoption was 13 of 13 Directors voting.

The Corporation has no members. Therefore, no members were required to vote.

The date of adoption of these Amended and Restated Articles of Incorporation is February 5, 2013.

IN WITNESS WHEREOF, the undersigned Chairman of the Corporation has executed these Amended and Restated Articles of Incorporation on the 11th day of March, 2013.

Friends of Foster Children of SWFL, Inc.

By: 
J. D. Campbell, President

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

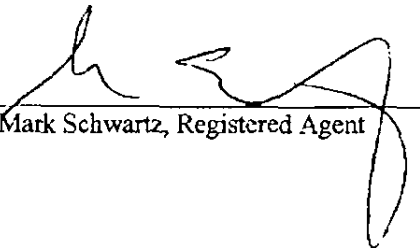
The name of the Corporation is Friends of Foster Children of SWFL, Inc.

The name and address of the registered agent of the Corporation is

Mark Schwartz
2640 Golden Gate Parkway, Suite 112
Naples, Florida 34105

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above
stated Corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in that 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.


Mark Schwartz, Registered Agent

Date: 3/11/13

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