

Pennington, Moore, Wilkinson

N99000007193

Barbaca
Requestor's Name
PO Box 10095
Address
Tallahassee FL 32302
City/State/Zip
Phone #
222-3533

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00 JUN 13 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PCBC, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	Non-Profit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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*****35.00 *****35.00

06-15-00
CC

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 14, 2000

PENNINGTON, MOORE, WILKINSON

TALLAHASSEE, FL

SUBJECT: PCBC, INCORPORATED
Ref. Number: N99000007193

We have received your document for PCBC, INCORPORATED and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Where is your amendment filing?

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 400A00033914

RECEIVED
00 JUN 14 PM 3:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PCBC, INCORPORATED
A FLORIDA NOT-FOR-PROFIT CORPORATION

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned, on behalf of PCBC, Incorporated (the "Corporation"), a Florida corporation not for profit, do hereby amend and restate, in their entirety, the Articles of Incorporation of the Corporation, as follows:

ARTICLE I.

NAME

The name of the Corporation shall be PCBC, Incorporated.

ARTICLE II.

DURATION

The term of existence of the Corporation is perpetual; and the corporate existence commenced on the filing of the original Articles of Incorporation with the Department of State.

ARTICLE III.

EXEMPT STATUS

The Corporation is organized exclusively for charitable and educational purposes and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Florida Not-for-Profit Corporation Act (the "Act"). Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be

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TALLAHASSEE, FLORIDA

carried on: (a) by a corporation exempt from federal income tax 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), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV.

NONPROFIT PURPOSE

The purposes for which the Corporation is to be formed are educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and include: to provide child protection and welfare services, including without limitation, foster care, emergency shelter and group home care and facilities; to provide individual and group services and counseling to children and families to facilitate growth and reunification; to help abused, neglected, and abandoned children; and to provide community education about the needs and issues of children in the furtherance of the tax exempt purposes of this corporation, and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgement of the directors, will best promote the purpose of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation; or any laws applicable thereto, and to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the

pecuniary profit or financial gain of its directors or officers except as permitted under the Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 617.0302 of the Act, as the same may be amended from time to time.

ARTICLE V.

SCOPE OF ACTIVITY

The Corporation shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

ARTICLE VI.

PROHIBITED ACTIVITIES

No "substantial" part (within the meaning of Section 501(h) of the Internal Revenue Code of 1986, as amended) of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VII.

PRINCIPAL OFFICE

The address of the corporation's principal office is 2400 South Ridgewood Avenue, #32, South Daytona, Florida 32119.

ARTICLE VIII.

ADDRESS FOR NOTICE

The address to which the Secretary of State shall mail a copy of any notice required by law is 2400 South Ridgewood Avenue, #32, South Daytona, Florida 32119.

ARTICLE IX.

REGISTERED AGENT

The Corporation designates Steve Sally, who resides at 5776 Heathermere Lane, Port Orange, Florida, and whose business address is 2400 South Ridgewood Avenue, #32, South Daytona, Florida 32119 as its registered agent.

ARTICLE X.

INCORPORATORS

The name and place of residence of the original subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>	<u>City</u>
David Mattice	252 Village Green Avenue	Jacksonville, Florida

ARTICLE XI.

DIRECTORS

The number of members of the Board of Directors shall be as set forth, from time to time, in the Bylaws of the Corporation, but there shall not be fewer than three (3) directors. In addition, the initial number of directors shall be three (4). The manner in which the directors shall be elected, re-elected or appointed shall be as follows:

1.1 Each of the following named entities (the "Participating Entities") shall initially be entitled to appoint one half (1/2) of the members of the Board of Directors:

- (1) Children's Home Society of Florida;
- (2) Youth Village of Volusia County, Inc., d/b/a "Our" Children First.

The initial Participating Entities may voluntarily relinquish their respective rights hereunder and other Participating Entities may be granted rights under these Articles in such manner as may be provided in the Bylaws; provided that no Participating Entity may retain its rights or be granted rights hereunder unless such Participating Entity qualifies as a tax exempt organization or foundation under Section 501(c) of the Internal Revenue Code of 1986, as amended and as the same may hereafter be amended.

1.2 The duration and number of permitted terms of the directors and filling of vacancies shall be as set forth, from time to time, in the Bylaws.

1.3 The Bylaws may provide for the removal of directors, the loss or suspension of voting rights of directors appointed by any Participating Entity, or the elimination of the right of Participating Entities to appoint directors, by reason of the failure of any Participating Entity to comply with or violation of the provisions thereof.

1.4 The Board of Directors may establish an advisory group or board (an "Advisory Board") to serve at the pleasure of the Board of Directors, for such terms and with such qualifications and responsibilities as the Board of Directors may designate or authorize; provided, however, that members of any Advisory Board shall not be entitled to vote upon any matters coming before the Board of Directors.

ARTICLE XII.

ELECTION OF DIRECTORS

The process of the election or appointment of directors shall be as set forth in the Bylaws; provided that such process and timing shall be consistent with the requirements of Article XI.

ARTICLE XIII.

MEMBERSHIP

The Corporation shall not have stock or members.

ARTICLE XIV.

DISSOLUTION AND DISTRIBUTION

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the officers or directors of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Not-for-Profit Corporation Law of Florida, shall be distributed as directed by the directors of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no

substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office; or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, I have subscribed my name this 12th day of

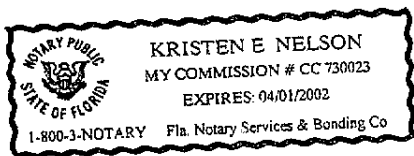
June, 2000.

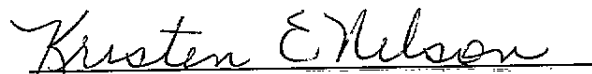

David Mattice, Incorporator / Director

STATE OF FLORIDA

COUNTY OF Duval

On this 12th day of June, 2000, before me, a Notary Public in the aforesaid State and County personally appeared DAVID MATTICE, who is personally known to me to be the person named herein, or who produced _____ as identification, and who executed the foregoing instrument and who severally acknowledged that he executed the same freely.




Notary Public, State of Florida
Name: KRISTEN E. NELSON
My Commission Expires: 4/01/2002
My Commission Number is: CC 730023

ARTICLES OF RESTATEMENT
to
ARTICLES OF INCORPORATION
of
PCBC, INCORPORATED

A FLORIDA NOT-FOR-PROFIT CORPORATION

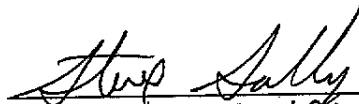
Pursuant to the provisions of section 617.1006, and 617.1007, Florida Statutes,
the undersigned Florida nonprofit corporation adopts the following articles of restatement to
its articles of incorporation.

FIRST: The corporation's Articles of Incorporation shall be amended and restated as
indicated in the Amended and Restated Articles of Incorporation of PCBC, Incorporated,
attached hereto

SECOND: The date of the adoption of these amendments was Monday, June 12, 2000.

THIRD: There are no members or members entitled to vote on the amendments. The
amendments were adopted by the board of directors.

PCBC, INCORPORATED


Steve Sally, President / Director

June 12, 2000
Date