

N94000004281

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

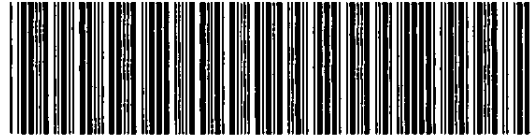
(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

Arsturt

JUL 26 2012

T. LEWIS

Law Offices of
DiVito & Higham, P. A.

JOHN J. DI VITO (1928-2005)
FREDERICK A. HIGHAM, JR.
JOSEPH A. DI VITO
PETER J. VASTI

4514 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33711-1041
(727) 321-1201
FAX (727) 321-5181

July 23, 2012

Department of State
Division of Corporations
ATTN: THELMA LEWIS
Document Specialist Supervisor
P.O. Box 6327
Tallahassee, FL 32314

Re: Second Amended and Restated Articles of Incorporation
of Daystar Life Center, Inc., a Florida nonprofit corporation ("Daystar")
N94000004281

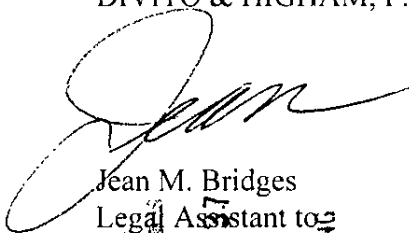
Dear Ms. Lewis:

Pursuant to our last telephone conversation, I am enclosing a check in the amount of \$35.00 to file the document referenced above.

Thank you again for your help in this matter. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

DIVITO & HIGHAM, P.A.



Jean M. Bridges
Legal Assistant to
Joseph A. DiVito, Esquire

encl.

2012 JUL 25 AM

TO ACHIEVE SUFFICIENCY OF FILING

Law Offices of
DiVito & Higham, P. A.

JOHN J. DIVITO (1928-2005)
FREDERICK A. HIGHAM, JR.
JOSEPH A. DIVITO
PETER J. VASTI

4514 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33711-1041
(727) 321-1201
FAX (727) 321-5181

July 9, 2012

Department of State
Division of Corporations
ATTN: THELMA LEWIS
Document Specialist Supervisor
P.O. Box 6327
Tallahassee, FL 32314

Re: Second Amended and Restated Articles of Incorporation
of Daystar Life Center, Inc., a Florida nonprofit corporation ("Daystar")

Dear Ms. Lewis:

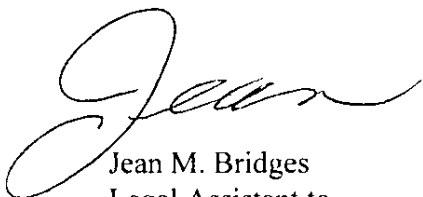
We received your letter of May 31, 2012 and I have enclosed a copy for your reference. Also enclosed is the original and one copy of the Second Amended and Restated Articles of Incorporation for Daystar and the original and one copy of the Corporate Resolution of the members and directors approving and authorizing the Second Amended and Restated Articles of Incorporation.

Please bill our office account number I20080000086 and return a copy of the filed articles to our office in the stamped envelope provided.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

DIVITO & HIGHAM, P.A.



Jean M. Bridges
Legal Assistant to
Joseph A. DiVito, Esquire

encl:



RECEIVED

JUN 4 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 31, 2012

JOSEPH A. DIVITO, ESQ.
LAW OFFICES OF DIVITO & HIGHAM, P.A.
4514 CENTRAL AVENUE
ST. PETERSBURG, FL 33711-1041

SUBJECT: DAYSTAR LIFE CENTER, INC.
Ref. Number: N94000004281

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The document must state that there are no members or members entitled to vote.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6050.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 712A00015639

Law Offices of
DiVito & Higham, P. A.

JOHN J. DI VITO (1928-2005)
FREDERICK A. HIGHAM, JR.
JOSEPH A. DI VITO
PETER J. VASTI

4514 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33711-1041
(727) 321-1201
FAX (727) 321-5181

May 25, 2012

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

Re: Second Amended and Restated Articles of Incorporation
of Daystar Life Center, Inc.

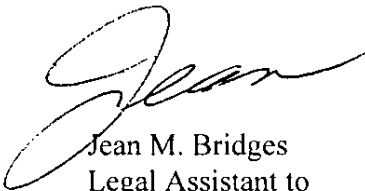
Dear Sir/Madam:

We are hereby enclosing the original and one copy of the above referenced document for filing. Please bill our office account number 120080000086 and return a copy of the filed articles to our office in the stamped envelope provided.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

DIVITO & HIGHAM, P.A.



Jean M. Bridges
Legal Assistant to
Joseph A. DiVito, Esquire

RECEIVED
DIVISION OF CORPORATIONS
STATE OF FLORIDA
MAY 25 2012
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DAYSTAR LIFE CENTER, INC., A FLORIDA NONPROFIT CORPORATION**

We, the undersigned, with other persons being desirous of forming a corporation for charitable purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I
NAME**

The name of the Corporation shall be DAYSTAR LIFE CENTER, INC., and its address is 226 Sixth Street South, St. Petersburg, FL 33701.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE III
PURPOSES**

The Corporation is organized as a not-for-profit organization exclusively for charitable, missionary and/or educational purposes in general, with the primary purposes as follows:

- A. To provide family aid assistance, clothing and food to the needy, assistance for transportation problems and to provide financial assistance where possible to help subsidize electrical, gas, water, rent and personal identification, and any other reasonable requests that can be documented.
- B. To establish, receive and maintain a fund or funds for the operational support of the ministry and to that end, the Corporation may take and receive by gift, grant, bequest, devise or otherwise any and all property of any sort or nature, without limitation as to the amount or value, and to manage, administer, invest, reinvest and dispose of the same. The Corporation may also administer other funds, including endowment funds, and may from time to time pay and apply the funds and property of the Corporation, including principal as well as income thereof, for the support of this ministry.
- C. To possess and exercise in general all powers conferred upon corporations by Florida law, as amended from time to time, and in particular to manage the temporal affairs of the Corporation, an outreach ministry of St. Mary, Our Lady of Grace Roman Catholic Church, which is a parish of the Roman Catholic Church of the Diocese of St. Petersburg, Florida, in such a manner that does not cause undue prejudice to the laws and disciplines of the Roman Catholic Church.
- D. The Corporation is irrevocably dedicated to and operated exclusively for charitable, missionary and/or educational purposes in general and in particular for the ministering to the spiritual and temporal needs of people in strict accordance with the teachings, tenets and polity of the Roman Catholic Church and other non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual, except 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 this Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV POWERS

The Corporation is empowered:

- A. To do and perform all reasonably necessary to accomplish the purposes of the Corporation as permitted for non-profit Corporations under Chapter 617, Florida Statutes.
- B. To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate in personal property and to construct, maintain, and operate improvements that are necessary or incident to the accomplishments set forth herein.
- C. To borrow money and issue evidence of indebtedness, as well as receive grants from private or public funding sources in furtherance of any or all of the purposes of this Corporation and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

ARTICLE V QUALIFICATION OF MEMBERS

The members of this Corporation shall consist of a permanent member, which shall be the Pastor of St. Mary, Our Lady of Grace Catholic Church, St. Petersburg, Florida, and his successors in office, including a Parochial Administrator in the absence of the Pastor, (Pastor Member), and such other members as the Pastor Member may appoint. Membership is personal and may not be transferred. A member may be removed by the Pastor Member with or without cause.

ARTICLE VI POWERS RESERVED TO PASTOR MEMBER

- A. The Corporation is an outreach ministry of St. Mary, Our Lady of Grace Catholic Church and as such, certain rights should be reserved to the Pastor Member. Therefore, the following rights are specifically reserved to the Pastor Member:
 - 1. The operational philosophy of the Corporation shall be approved by the Pastor Member and shall be consistent with the teachings and tenets of the Roman Catholic Church.
 - 2. The Corporation will not be merged or dissolved without the express written approval of the Pastor Member.
 - 3. The Corporation may not borrow money without the prior written approval of the Pastor Member.
 - 4. The Corporation may not sell, convey, lease, encumber or otherwise alienate any corporate property without the prior written approval of the Pastor Member.
 - 5. Any additional rights preserved or provided in the Bylaws.

**ARTICLE VII
BOARD OF DIRECTORS**

The business affairs of this Corporation shall be managed by the Board of Directors, who must be members of the corporation. This Corporation shall have three Directors initially. The number of Directors may be increased or decreased from time to time, in accordance with the By-Laws but shall never be less than five (5). The Pastor Member of this Corporation shall appoint and remove the Directors with or without cause in his sole discretion.

The names and addresses of the persons who are to serve as Directors of the Corporation are: See attached Exhibit "A"

**ARTICLE VIII
OFFICERS**

The officers of the Corporation shall be a President, a Secretary, a Treasurer, may include one or more Vice Presidents and any additional officers as may be established by the Board of Directors. A person may hold more than one office at one time. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws. Officers must be elected from among the Directors of the Corporation.

**ARTICLE IX
BY-LAWS**

The members of this Corporation shall adopt the By-Laws for the conduct of the Corporation's business and the carrying out of its purposes. The By-Laws may be amended, altered or rescinded by the members of this Corporation at any regular meeting or special meeting called for that purpose, but any amendment must be approved by the Pastor Member.

**ARTICLE X
CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner that is not offensive or inimical to the teachings and tenets of the Roman Catholic Church in the sole determination of the Bishop of the Diocese of St. Petersburg, and the provisions of the Articles of Incorporation and By-Laws of this Corporation.

**ARTICLE XI
LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except 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 this 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Service Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code in 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

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 selected by the members which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, and none of the assets will be distributed to any member, officer or director of this Corporation, provided, however, that the Corporation may confer benefits in the form of distributions, in dissolutions or otherwise, upon a not-for-profit corporate member described in Section 501(c)(3) of the Code.

**ARTICLE XIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4514 Central Avenue, St. Petersburg, Florida 33711, and the name of the initial registered agent of this Corporation at the address is Joseph A. DiVito, Esquire.

**ARTICLE XIV
AMENDMENTS**

Amendment to the Articles of Incorporation may be proposed by any Director, subject to approval by the Pastor Member Bishop of the Diocese having jurisdiction over Pinellas County, Florida, at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws.

This Second Amended and Restated Articles of Incorporation were adopted by the Board of Directors on the 16 day of May, 2012.

DAYSTAR LIFE CENTER, INC.

Attest:

By: 
Joseph Werner, President

BY: 
Patricia Harris Razor, Secretary

(Corporate Seal)

Approved by Pastor Member


Rev. Cletus Watson

STATE OF FLORIDA
COUNTY OF PINELLAS

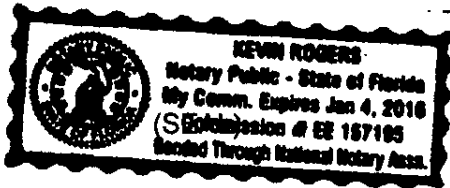
BEFORE ME, the undersigned authority, this date personally appeared Joseph Werner President of Daystar Life Center, Inc., a Florida Corporation nonprofit corporation, on behalf of the corporation, who are personally known to me.



Sandra Lee Mauck
NOTARY PUBLIC, State of Florida, MN
Name: Sandra Lee Mauck
My Commission Number: 20324653
My Commission Expires: 1-13-17

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this date personally appeared Patricia Harris Razor, Secretary respectively of Daystar Life Center, Inc., a Florida Corporation nonprofit corporation, on behalf of the corporation, who are personally known to me.



Kevin Rogers
NOTARY PUBLIC, State of Florida
Name: Kevin Rogers
My Commission Number: EE 157195
My Commission Expires: Jan 4, 2016

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this date personally appeared Rev. Cletus Watson, Pastor Member of Daystar Life Center, Inc., a Florida Corporation nonprofit corporation, on behalf of the corporation, who is personally known to me.



Wendy L. Kiral
NOTARY PUBLIC, State of Florida
Name: Wendy L. Kiral
My Commission Number: DD 0873072
My Commission Expires: 06/08/2013

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process on behalf of the above-styled Corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

Joseph A. Divito
JOSEPH A. DIVITO, ESQ.
Registered Agent

EXHIBIT "A"

Joe Werner
5729 La Puerta Del Sol #181
St. Petersburg, FL 33715

Joe Cortese
1204 Huntington Lane
Safety Harbor, FL 34695

Patricia Harris Razor
4730 Neptune Drive SE
St. Petersburg, FL 33705

Linda Bennett
5505 La Puerta del Sol
Bldge #3, #128
St. Petersburg, FL 33715

Richard McManus
6132 Leeland Street South
St. Petersburg, FL 33715

Ralph Boland
10141 Yacht Club Drive
St. Petersburg, FL 33706

Norm Bungard
5400 Park Street North PH7
St. Petersburg, FL 33709

Sr. Marita Flynn
1332 7th Avenue North
St. Petersburg, FL 33705

Ed Riehl
175 1st Street South #1103
St. Petersburg, 33701

David Malmberg
6372 Palma del Mar #901H
St. Petersburg, FL 33715

Robert Mall
4983 Bacopa Lake South
St. Petersburg, FL 33715

Corrine St. Jean
973 Landmark Circle
Tierre Verde, FL 33715

Sal Scigowski
638 Third Avenue South
St. Petersburg, FL 33701

Kathy Walker
1312 Alhambra Way South
St. Petersburg, FL 33705

Rev. Cletus Watson
515 Fourth Street South
St. Petersburg, FL 33701

Dr. Stephen Wiener
110555 Sixth Street East
Treasure Island, FL 33706

Ted Joyal
501 Martin Luther King Street North
St. Petersburg, FL 33701

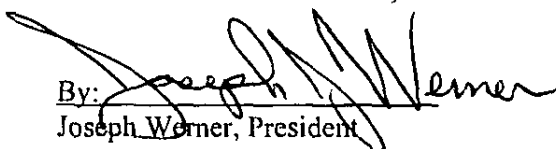
CORPORATE RESOLUTION
DAYSTAR LIFE CENTER, INC.

At a duly called meeting of the members of the corporation and the board of directors, a motion was duly adopted approving the Second Amended and Restated Articles of Incorporation of Daystar Life Center, Inc., a Florida nonprofit corporation, and the officers were instructed to file the same with the Secretary of State.

DAYSTAR LIFE CENTER, INC.

Attest:

By:


Joseph Werner, President

BY:


Patricia Harris Razor, Secretary

(Corporate Seal)

Approved by Pastor Member


Rev. Fr. Damian Amantia

Rev. Fr. Damian Amantia TOR