

746235

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S TALLENT
JAN 30 2019

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*Amended
N/C*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 3, 2018

J. SCOTT REED, ESQUIRE
PILKA & ASSOCIATES, P.A.
213 PROVIDENCE ROAD
BRANDON, FL 33511

SUBJECT: ST. JOSEPH'S ACADEMY FOUNDATION, INC.
Ref. Number: 746235

We have received your document 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):

PLEASE REMOVE THE INFORMATION THAT IS CIRCLED, SEE SAMPLE.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 318A00024702

RECEIVED

2019 JAN 29

SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 23, 2018

J. SCOTT REED, ESQUIRE
PILKA & ASSOCIATES, P.A.
213 PROVIDENCE ROAD
BRANDON, FL 33511

SUBJECT: ST. JOSEPH'S ACADEMY FOUNDATION, INC.
Ref. Number: 746235

We have received your document 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):

PLEASE REMOVE "ST. JOSEPH'S EDUCATIONAL FOUNDATION, INC. F/K/A" FROM THE FIRST PAGE OF THE DOCUMENT. ABOVE "ARTICLE I", CHANGE TO CURRENT NAME.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 118A00021797

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SECRETARY OF STATE
TALLAHASSEE, FL

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

PILKA & ASSOCIATES, P.A.

ATTORNEYS AT LAW

DANIEL F. PILKA†
J. SCOTT REED
JAMIE V. SIMONS

†CERTIFIED CIRCUIT CIVIL MEDIATOR

PLEASE REPLY TO: BRANDON ADDRESS
TELEPHONE (813) 653-3800
TELEPHONE (863) 687-0780
FACSIMILE (813) 651-0710
Website: <http://www.pilka.com>

LAURIANE CICCARELLI
JOHN WENDEL

OF COUNSEL

Email for J. Scott Reed
sreed@pilka.com

January 28, 2019

Via Federal Express:

Department of State
Division of Corporations
Attn: Susan Tallent, Regulatory Specialist II
Clifton Building
2661 Executive Center Cir.
Tallahassee, FL 32301

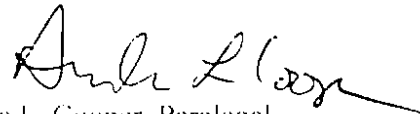
In re: St. Joseph's Academy Foundation, Inc.
Ref. Number: 746235
Our File No.: 12-2392

Dear Ms. Tallent:

Our office is in receipt of your correspondence and request dated December 3, 2018. Enclosed please find the revised Third Amendment to Articles of Incorporation of St. Joseph's Academy Foundation, Inc. for filing. Also enclosed is a self-addressed stamped envelope for your convenience.

Thank you.

Respectfully,



Andrea L. Cooper, Paralegal
for J. Scott Reed, Esquire

Enclosures

PILKA & ASSOCIATES, P.A.

ATTORNEYS AT LAW

DANIEL F. PILKA†
J. SCOTT REED
JAMIE V. SIMONS

†CERTIFIED CIRCUIT CIVIL MEDIATOR

PLEASE REPLY TO: BRANDON ADDRESS
TELEPHONE (813) 653-3800
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Website: <http://www.pilka.com>

LAURIANE CICCARELLI
JOHN WENDEL

OF COUNSEL

Email for J. Scott Reed
sreed@pilka.com

November 28, 2018

Via Federal Express:

Department of State
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, FL 32301

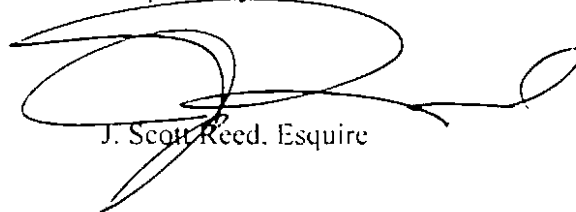
In re: St. Joseph's Educational Foundation, Inc. f/k/a
St. Joseph's Academy Foundation, Inc.
Our File No.: 12-2392

Dear Sir or Madam:

My office is in receipt of your correspondence dated October 23, 2018 in which you requested the revision of the first page to the Third Amendment to Articles of Incorporation of St. Joseph's Academy Foundation, Inc. Enclosed please find the revised document for filing. Also enclosed please find the signed Resolution to Adopt Third Amendment to Articles of Incorporation of St. Joseph's Academy Foundation, Inc.

Thank you.

Respectfully,

A handwritten signature in black ink, appearing to be 'J. Scott Reed', with a long, sweeping horizontal stroke extending to the right.

J. Scott Reed, Esquire

JSR:alc
Enclosure

PILKA & ASSOCIATES, P.A.

ATTORNEYS AT LAW

DANIEL F. PILKA†
J. SCOTT REED
JAMIE V. SIMONS

†CERTIFIED CIRCUIT CIVIL MEDIATOR

PLEASE REPLY TO: BRANDON ADDRESS
TELEPHONE (813) 653-3800
TELEPHONE (863) 687-0780
FACSIMILE (813) 651-0710
Website: <http://www.pilka.com>

LAURIANE CICCARELLI
JOHN WENDEL

OF COUNSEL

Email for J. Scott Reed
sreed@pilka.com

October 10, 2018

Via Federal Express:

Department of State
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, FL 32301

In re: St. Joseph's Educational Foundation, Inc. f/k/a
St. Joseph's Academy Foundation, Inc.
Our File No.: 12-2392

Dear Sir or Madam:

Enclosed please find the following:

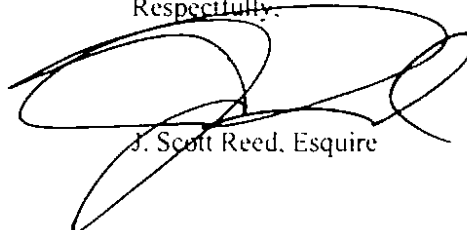
1. Original Third Amendment to Articles of Incorporation of St. Joseph's Educational Foundation, Inc. f/k/a St. Joseph's Academy Foundation, Inc.;
2. Check in the amount of \$35.00 for the filing fee.

Please do the following:

1. File the original Third Amendment;
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention in this matter.

Respectfully,



J. Scott Reed, Esquire

JSR:alc
Enclosures

**THIRD AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ST. JOSEPH'S ACADEMY FOUNDATION, INC.**

The foregoing proposed amendment was voted on and adopted by members on September 27, 2018. The number of votes cast for the amendment was sufficient for approval.

ARTICLE I

NAME

- (a) The name of this corporation, formerly known as ST. JOSEPH'S ACADEMY FOUNDATION, INC. shall now be known as ST. JOSEPH'S EDUCATIONAL FOUNDATION, INC., (hereinafter referred to as "the Corporation").
- (b) The existence of the Corporation shall be perpetual.
- (c) The principal office of the Corporation will be located at 109 Allamanda Dr. Lakeland, Florida 33803.
- (d) The resident agent of the Corporation is Joseph A. Morrison, 210 W. Lemon Street, Lakeland, Florida 33815.

ARTICLE II

PURPOSE

The general nature of the objects and purposes of this non-profit Corporation shall be:

- (a) To form an association of persons interested in providing for the educational needs of St. Joseph Academy students and to support Catholic Education for St. Joseph Parish parishioners within the Lakeland Community primarily through scholarship.

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- (b) The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes.
- (c) Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- (d) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 (c) above. No substantial part of the activities of the Corporation shall be 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 provision of these articles, the Corporation shall not 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 Internal Revenue Code of 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

CORPORATE POWERS

The Corporation is empowered:

- (a) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any and all of the objects of its business, and to secure the same by mortgage, pledge or other lien of the Corporation's property.

- (c) To do and perform all acts reasonably necessary to accomplish the purpose of the Corporation.
- (d) No part of the net earnings of this Corporation shall be distributed to or inure to the benefit of, any member, director, or officer of this Corporation, contributor or private individual. In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, its assets shall be distributed to non-profit and charitable corporations or institutions and shall qualify for exemption under Section 501(c)(3) of the IRS Code of 1954 as may be designation by the Directors to be used for purposes similar to those of this Corporation.

ARTICLE IV

DIRECTORS, OFFICERS AND MEMBERS

The number of Directors of the Corporation shall be not less than five (5) nor more than nine (9) and shall be elected by the original Directors as defined in Article V. The Board of Directors shall elect any successor Directors when a vacancy on the Board occurs. The original Directors and the selected Directors shall serve for a term of three (3) years or until such time as that Director no longer feels able to continue in said position in his sole discretion.

The Directors shall serve without compensation and the Officers of the Corporation as approved by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in a manner therein set out and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for the term of one (1) year. The Secretary and Treasurer may be one in the same person and need not be Director of the Corporation. Other Officers must be Directors of the Corporation. The President, when there is a quorum present at a meeting with Directors is an equal number, shall refrain from voting as a member of the Board of Directors. The annual meeting shall be held on the third Tuesday of October of each year.

The members of the Corporation shall be comprised of all persons who express a genuine interest in furthering the purposes expressed in Article II herein. Said members shall be admitted upon application to the Board of Directors. Upon approval of said application, the Board of Directors shall give a Certificate of Membership to the member. The membership shall be based on a calendar year from the date of issuance.

ARTICLE V

THE PRESENT BOARD OF DIRECTORS

The present Board of Directors shall be comprised of the following individuals:

Daniel F. Pilka	213 Providence Road Brandon, Florida 33511
Brian Waller	109 Allamanda Drive Lakeland, Florida 33803
Jennifer Nixon	416 Morningside Drive Lakeland, Florida 33803
Richard Pelligrini	667 Grasslands Village Cir. Lakeland, Florida 33803
Peggy McKeel	2545 Laurel Glen Drive Lakeland, Florida 33803
Michael Holley	109 Allamanda Drive Lakeland, Florida 33803
Geralyn Pennachio	1505 Hallam Court Lakeland, Florida 33813
Michelle McQueen	2551 Laurel Glen Drive Lakeland, Florida 33803
John Wendel	One Lake Hollingsworth Drive, Unit #4 Lakeland, Florida 33803

ARTICLE VI

BY-LAWS

By-Laws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE VII

PRESENT OFFICERS

The present officers of the Corporation are:

President	-	Daniel F. Pilka
Vice President	-	Jennifer Nixon
Treasurer	-	Geralyn Pennachio
Secretary	-	Michelle McQueen

ARTICLE VIII

DUTIES OF OFFICERS

The Officers of the Corporation shall have the following duties:

(a) President shall be the chief executive officer of the Corporation and shall have general and active management of the business and affairs of the Corporation, subject to the directions of the Board of Directors, and preside at all meetings of said Board of Directors.

(b) Secretary shall have custody of, and maintain, all of the corporate records, except the financial records; shall record the minutes of all meetings, and perform such other duties as may be prescribed by the Board of Directors or the President.

(c) Treasurer shall have custody of all funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts at the meetings of the Board of Directors and whatever else required by the Board of Directors or President, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

ARTICLE IX

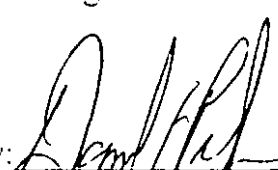
AMENDMENTS TO ARTICLES

Amendments to the Articles of Incorporation may be proposed through any member of the Board of Directors. Adoption of an Amendment to the Articles of Incorporation will be by a majority vote of the number of Directors presently appointed and serving in said capacity, and said majority shall constitute a quorum.

ARTICLE X

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the 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.

By: 

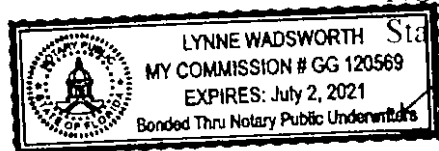
DANIEL F. PILKA
President

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared DANIEL F. PILKA, to me known to be the person described in and who executed the foregoing Third Amendment to Articles of Incorporation and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein set forth.

WITNESS my signature and official seal at Lakeland, in the County of Polk, State of Florida this 27th day of September, 2018.


NOTARY PUBLIC



State of Florida at Large

Personally Known; or
Produced Identification
Type of Identification Produced:

My Commission Expires:

By: Jennifer Nixon
JENNIFER NIXON
Vice President

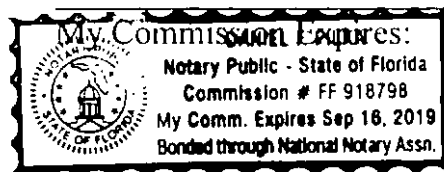
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared JENNIFER NIXON, to me known to be the person described in and who executed the foregoing Third Amendment to Articles of Incorporation and acknowledged the execution thereof to be her free act and deed for the uses and purposes therein set forth.

WITNESS my signature and official seal at Lakeland, in the County of Polk, State of Florida this 27th day of September, 2018.

Don't Hill
NOTARY PUBLIC
State of Florida at Large

☒ Personally Known; or
☐ Produced Identification
Type of Identification Produced:



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By: *Gerald Pennachio*
GERALYN PENNACHIO
Treasurer

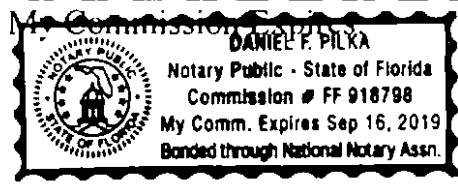
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared GERALYN PENNACHIO, to me known to be the person described in and who executed the foregoing Third Amendment to Articles of Incorporation and acknowledged the execution thereof to be her free act and deed for the uses and purposes therein set forth.

WITNESS my signature and official seal at Lakeland, in the County of Polk, State of Florida this 27th day of September, 2018.

Daniel F. Pilka
NOTARY PUBLIC
State of Florida at Large

✓ Personally Known; or
 Produced Identification
Type of Identification Produced:



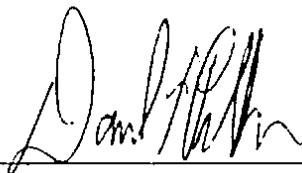
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By: 
MICHELLE A. McQUEEN
Secretary

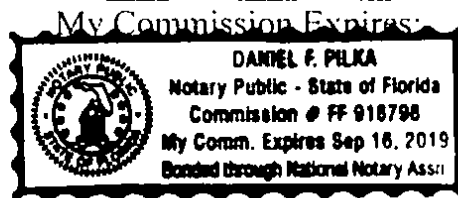
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared MICHELLE A. McQUEEN, to me known to be the person described in and who executed the foregoing Third Amendment to Articles of Incorporation and acknowledged the execution thereof to be her free act and deed for the uses and purposes therein set forth.

WITNESS my signature and official seal at Lakeland, in the County of Polk, State of Florida this 27 day of September, 2018.


NOTARY PUBLIC
State of Florida at Large

✓ Personally Known; or
 Produced Identification
Type of Identification Produced:



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RESOLUTION TO ADOPT THIRD AMENDMENT TO
ARTICLES OF INCORPORATION OF
ST. JOSEPH'S ACADEMY FOUNDATION, INC.

I, the undersigned President of ST. JOSEPH'S ACADEMY FOUNDATION, INC., a corporation duly organized under the laws of the State of Florida (the "Corporation"), hereby certify that at a meeting of the Board of Directors of the Corporation duly called and held on the 27th day of September 2018, the following Resolution was adopted upon the unanimous vote of the directors of the Corporation, being a sufficient number of votes for the approval of the amendment, and that the said Resolution has been entered upon the regular minute books of the Corporation, are in accordance with the By-Laws and are now in full force and effect.

RESOLVED that the Third Amendment to Articles of Incorporation of St. Joseph's Academy Foundation, Inc. dated September 27, 2018 and attached to this Resolution, are adopted and that the Corporation shall now be known as ST. JOSEPH'S EDUCATIONAL FOUNDATION, INC.

There being no further or other business to come before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

DATED November 27, 2018



DANIEL F. PILKA, President