

701541

Requestor's Name

LITTLE BROTHERS OF THE GOOD SHEPHERD

Treasurer's Office
P.O. Box 736
Mokenca, IL 60954
815-472-3131

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****560.00 ****140.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	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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97 NOV 10 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEL NOV 10 1997

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1997

JUDY BRINKMANN, DIRECTOR OF FINANCE
THE LITTLE BROTHERS OF THE GOOD SHEPHERD
P. O. BOX 736
MOMENCE, IL 60951-0736

SUBJECT: BROTHERS OF THE GOOD SHEPHERD OF FLORIDA, INC.
Ref. Number: 701541

We have received your document for BROTHERS OF THE GOOD SHEPHERD OF FLORIDA, INC. and check(s) totaling \$140.00. 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.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 397A00050045

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1997

JUDY BRINKMANN, DIRECTOR OF FINANCE
THE LITTLE BROTHERS OF THE GOOD SHEPHERD
P. O. BOX 736
MOMENCE, IL 60951-0736

SUBJECT: BROTHERS OF THE GOOD SHEPHERD OF FLORIDA, INC.
Ref. Number: 701541

We have received your document for BROTHERS OF THE GOOD SHEPHERD OF FLORIDA, INC. and check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 697A00047657

RECEIVED
97 OCT 13 AM 7:50
DIVISION OF CORPORATIONS

FILED
97 NOV 10 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
Brothers of the Good Shepherd of Florida, Inc.
(A Florida Not for Profit Corporation)**

**ARTICLE I
NAME**

The name of the corporation shall be Brothers of the Good Shepherd of Florida, Inc.. It may be referred to herein as either "Brothers of the Good Shepherd, Inc.," "Brothers of the Good Shepherd," or "Corporation."

**ARTICLE II
PURPOSE**

- a. The general purpose of the Corporation shall be to foster charitable activities including, but not limited to, providing shelter and services especially designed to meet the physical, social and psychological needs of the homeless and to promote their health, security and usefulness in longer living and to manage, operate and generally to do everything and anything necessary, expedient or incidental to the maintaining of charitable activities in Dade County, Florida.
- b. The general purpose for which this Corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.
- c. This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.
- d. Except as limited by these Articles of Incorporation or its By-laws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.
- e. This Corporation shall have the power to purchase, own, hold, rent and lease real and personal property, of every kind and nature; the receipt by gifts or bequests wherever

**Amended and Restated Articles of Incorporation of
Brothers of the Good Shepherd of Florida, Inc.**

situated; to convey, mortgage and otherwise dispose of property in any manner acquired by it; and at any time to contract, sue and be sued in its corporate name; to borrow money; to have a corporate seal, should it so desire; to adopt, amend, repeal, or alter such by-laws, to carry on fund raising campaigns to solicit funds for the use of the Corporation, and in general to do any and all purposes for which this Corporation is formed. Article II of the Articles is intended as both objects and power, and shall not limit the objects or powers of the Corporation to accomplish any approved religious, charitable, scientific or educational purpose within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the Directors generally pursuant By-law shall be construed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific, or educational purposes.

ARTICLE III
QUALIFICATIONS FOR MEMBERS
AND THE MANNER OF THEIR ADMISSION

Membership in the Corporation shall, at all times be limited to those persons who are the Brother General and members of the General Council of the Little Brothers of the Good Shepherd. Membership in the Corporation may be transferred or assigned by affirmative act of the Members.

ARTICLE IV
RESERVATION OF POWERS TO MEMBERS

The following powers are specifically reserved to the Members and any provision in these Articles or By-laws of the Corporation that are in conflict shall be superseded:

- a. The Members reserve to themselves the articulation and mediation of the operating philosophy and mission statement that underlie the charitable ministry of Little Brothers of the Good Shepherd. Included within this reserved power shall be all decisions regarding major policy changes and long range planning.
- b. Corporate property, real and personal valued in excess of \$2,500.00 shall not be leased, sold, mortgaged, pledged, conveyed, encumbered, or otherwise disposed of without the express written approval of the Members.
- c. The Corporation shall not be merged, consolidated, or dissolved without the express written approval of the Members.

**Amended and Restated Articles of Incorporation of
Brothers of the Good Shepherd of Florida, Inc.**

- d. The Members shall approve the appointment of all Directors.
- e. The Members may remove any Director at any time according to Florida Statute.
- f. The Members shall approve the appointment and removal of the legal Counsel and the outside auditor of the Corporation.

**ARTICLE V
DURATION**

This Corporation shall have perpetual existence.

**ARTICLE VI
LIMITATIONS ON ACTIVITIES**

Section I

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not for profit corporate member described in Sections 501(c)(3) of the Internal Revenue Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section II

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**Amended and Restated Articles of Incorporation of
Brothers of the Good Shepherd of Florida, Inc.**

**ARTICLE VII
BOARD OF DIRECTORS**

Section I

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) and not more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the By-laws.

Section II

The Board of Directors shall hold meetings at such time and place as described in the By-laws.

Section III

All decisions of the Board of Directors shall be made by the majority vote of the Directors at a meeting, unless otherwise provided in the By-laws, or in these Articles.

**ARTICLE VIII
OFFICERS**

The Corporation shall have a President, Secretary and Treasurer. The By-laws of the Corporation may provide for other officers. A person may hold more than one office at one time.

**ARTICLE IX
BY-LAWS**

The Members shall adopt By-laws for the Corporation. The By-laws may be amended, altered, modified or revoked by the Members in any manner permitted by the By-laws.

**ARTICLE X
DISSOLUTION**

Upon the dissolution of the Corporation, the Member(s) of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within their sole discretion, to the Little Brothers of the Good Shepherd, Inc., an Illinois Corporation, an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to

**Amended and Restated Articles of Incorporation of
Brothers of the Good Shepherd of Florida, Inc.**

such organization or educational, scientific, or religious purposes which, at the time of such disposition, qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Member(s) of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XI
AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles may be amended, altered, modified or revoked only by the Members.

These amended and restated Articles of Incorporation shall be effective and shall replace all prior Articles of Incorporation upon adoption thereof by the Members.

The foregoing resolution was adopted at a duly and regularly called meeting of the Members of the Corporation held in Toronto, on the 5th day of September, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of November, 1997.

Edward Hyer
President

Amended and Restated Articles of Incorporation of
Brothers of the Good Shepherd of Florida, Inc.

STATE OF ILLINOIS }
 : SS
COUNTY OF KANKAKEE }

BEFORE ME, personally appeared Edward Lynch to me well known to me to be the person described in and who executed the foregoing amended and restated Articles of Incorporation, and acknowledged to and before me that he/she executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal, this 4th day of November, 199 7.

My Commission Expires: 6-5-99

Judith A Brinkmann
NOTARY PUBLIC

