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Division of Corporations

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ST. JOHNS COUNTY WELFARE FEDERATION

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ST. JOHNS COUNTY WELFARE FEDERATION**

Pursuant to the provisions of Section 617, Florida Statutes (2008), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation dated January 31, 1924, as amended by Amendment to Articles of Incorporation dated December 15, 1973 and as amended by Amendment to the Articles of Incorporation dated April 26, 1995:

1. As previously adopted, the Preamble shall continue to read:

P R E A M B L E

The undersigned do hereby associate themselves together as a corporation not for profit, under the laws of the State of Florida, and do declare the following to be the acts of incorporation and charter of the said Corporation:

2. As previously, adopted, Article I shall continue to read:

ARTICLE I

NAME AND PLACE OF LOCATION

The name of this Corporation shall be St. Johns County Welfare Federation, and it shall be located in St. Johns County, State of Florida.

3. Article II is hereby deleted in its entirety and the following revised Article II is substituted in place thereof:

ARTICLE II

GENERAL NATURE, OBJECT AND PURPOSE

This Corporation is generally to provide health care services, assisted living services, skilled nursing services and rehabilitation, home health services, and charitable assistance in coordination with various other providers, governmental entities and the various associations, societies or other organizations in the City of St. Augustine and County of St. Johns whose purposes and objects are health care, social services and charity work; the nature, objects and purposes of this Corporation, are to take care of and look after the indigent, the sick and needy persons in the City of St. Augustine and County of St. Johns, and other municipalities in the County of St. Johns, State of Florida, and to better the conditions of such persons by aiding them in such manner as may be deemed advisable, and to carry on and conduct health care and charitable work throughout said City and County; and to these ends, objects and purposes, this Corporation may own, hold and possess personal and real property, and sell or otherwise dispose of the same, and shall have the power to employ trained workers,

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nurses, and other professionals for carrying out the nature, objects and purposes for which this Corporation is formed; to receive and expend money for and on behalf of the Corporation, and to do any and all things necessary and proper to carry out the objects and purposes for which this Corporation is formed, and have, enjoy and exercise all the rights, privileges and powers as are permitted by law.

4. Article III is hereby deleted in its entirety and the following Article III is substituted in place thereof:

ARTICLE III

COMMUNITY SUPPORTERS

Community supporters of the Corporation are vital to carrying out its mission and purpose. The Corporation shall work to bring together individuals, other corporations, public organizations, private unincorporated associations and other supporters interested in the objectives and purposes of the Corporation. The community supporters shall represent a broad base of the community and shall be solicited from businesses, charities, social services organizations, churches, religious organizations, civic clubs, governmental agencies, fraternal clubs, health care services providers and vendors for the purpose of gaining financial support and other assistance.

5. As previously adopted, Article IV shall continue to read:

ARTICLE IV

TERM

The term for which this Corporation shall exist shall be of perpetual duration.

6. Article V is hereby deleted in its entirety with the remaining Articles renumbered accordingly.

7. Article VI is hereby deleted in its entirety and the following Article V is substituted in place thereof:

ARTICLE V

DIRECTORS AND OFFICERS

Section 1. The actual conduct of the business and affairs of the Corporation, shall be under the control of the Board of Directors, and such persons or committees as they may select or designate. The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer who shall be elected by the Board of Directors from its membership. The office of Secretary and Treasurer may be held by one (1) person.

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Section 2. The Board of Directors shall be composed of the above named officers and not more than seven (7) other members of the community elected as directors for a term decided by the Board of Directors.

Section 3. Vacancies in any of the offices or of the Board, that may occur by death, resignation or otherwise, may be filled by the Board of Directors, and the officer or director so elected by the Board shall serve for a term to be decided by the Board of Directors.

Section 4. The initial officers and directors who are to manage the affairs of the Corporation, are as follows:

President, Obe P. Goode
Vice-President, Eugene Masters
Recording Secretary, Clara B. Mier
Corresponding Secretary, Eunice Evans Young
Treasurer, J. D. Rahner

Who, together with the following persons –

Amelia M. Hardin
Walter N. P. Darrow
J. W. Irwin
N. J. Adams

Constituted the original Board of Directors.

The current Officers and Directors for the purpose of these Articles of Amendment to the Articles of Incorporation and for the purpose of the actual conduct and control of the business and affairs of the Corporation, are as follows:

Mark F. Bailey, President, St. Augustine, Florida
Joseph L. Boles, Jr., Vice-President, St. Augustine, Florida
William T. Abare, Jr., Secretary/Treasurer, St. Augustine, Florida
Heidi Eddins, Director, St. Augustine, Florida
Otis Mason, Director, St. Augustine, Florida
Carlton O'Neal, Director, St. Augustine, Florida
Jerod Meeks, Director, St. Augustine, Florida

8. As previously adopted stating the original subscribers, Article VII shall continue to read as follows, with the exception that it shall be renumbered as Article VI:

ARTICLE VI

NAMES AND RESIDENCES OF SUBSCRIBERS

Names

Obe P. Goode
N. J. Adams

Residences

St. Augustine, Florida
Hastings, Florida

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Eugene Masters
Walter N. P. Darrow
Clara B. Mier
Amelia M. Hardin
J. D. Ruhner
J. W. Irwin
Eunice Evans Young

St. Augustine, Florida
St. Augustine, Florida
St. Augustine, Florida
St. Augustine, Florida
St. Augustine, Florida
St. Augustine, Florida
St. Augustine, Florida

9. Article VIII is hereby deleted in its entirety and the following Article VII is substituted in place thereof:

ARTICLE VII

BY-LAWS

Section 1. The by-laws of the Corporation shall be adopted at the time of the adoption of this Charter, and the by-laws so adopted shall be the by-laws of the Corporation until they are altered, changed, amended or annulled.

Section 2. The by-laws of the corporation may be altered, changed, amended or annulled, either at a duly called meeting of the Board of Directors, except that if it is proposed to alter, change, amend or annul any by-law, or to enact a new by-law, at any meeting, same must be submitted in writing at a previous meeting, prior to the one at which it is proposed to vote on the alteration, change, amendment, annulment or enactment of a new by-law.

Section 3. A two-thirds vote of the entire number of members of the Board present shall be required for the adoption of any by-law or any amendment, alteration, change or annulment of any existing by-law.

10. Article IX is hereby deleted in its entirety and the following Article VIII is substituted in place thereof:

ARTICLE VIII

Said Corporation is organized exclusively for charitable, religious, educational, health care 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).

11. As previously adopted, Article X shall continue to read as follows, with the exception that it shall be renumbered as Article IX and with accompanying reference revision to Article VIII:

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ARTICLE IX

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 Article VIII hereof. 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 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).

12. As previously adopted, Article XI shall continue to read as follows, with the exception that it shall be renumbered as Article X:

ARTICLE X

Upon the dissolution of the Corporation, the Board of Directors 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 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 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), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

13. Article XII is hereby deleted in its entirety and the subsequent Articles renumbered accordingly.

14. As previously adopted, Article XIII shall continue to read as follows, with the exception that it shall be renumbered as Article XI:

ARTICLE XI

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by

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Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subject federal tax laws.

15. As previously adopted, Article XIV shall continue to read as follows, with the exception that it shall be renumbered as Article XII:

ARTICLE XII

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

16. As previously adopted, Article XV shall continue to read as follows, with the exception that it shall be renumbered as Article XIII:

ARTICLE XIII

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

17. As previously adopted, Article XVI shall continue to read as follows, with the exception that it shall be renumbered as Article XIV:

ARTICLE XIV

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws.

18. As previously adopted, Article XVII shall continue to read as follows, with the exception that it shall be renumbered as Article XV:

ARTICLE XV

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

19. As previously adopted, Article XVIII shall continue to read as follows, with modification and with the exception that it shall be renumbered as Article XVI:

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ARTICLE XVI

This Corporation originally designated Willard Howatt, 115 Cordova Street, St Augustine, Florida, as resident agent, to accept service of process within the State of Florida. The Corporation hereby designates its current Registered Agent and Executive Director, Larry B. Lake, as resident agent, to accept service of process within the State of Florida.

20. The foregoing amendments, along with Amendment to the By-Laws and the waiver of any statutory or other required notices to the members, were recommended by the Board of Directors and all of same are adopted and approved by the affirmative vote of a majority of the members entitled to vote thereon at a meeting of the members held on February 13, 2008. The number of votes cast in favor was sufficient for approval.

Dated this 13th day of February, 2008.

ST. JOHNS COUNTY WELFARE FEDERATION

By: 
Its President

By: 
Its Secretary

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STATE OF FLORIDA
COUNTY OF ST. JOHNS

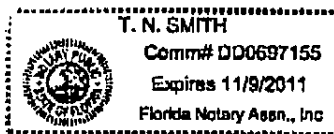
THE FOREGOING instrument was acknowledged before me this FEBRUARY 14 2008,
by Mark F. Bailey, as President, who is ☒ personally known to me or ☐ has produced
FL driver's license # _____.

T. N. Smith
Notary Public

(Name of notary, typed/printed)

My commission number: _____

My commission expires: _____

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this FEBRUARY 14 2008,
by William T. Abare, Jr., as Secretary, who is ☒ personally known to me or ☐ has
produced FL driver's license # _____.

T. N. Smith
Notary Public

(Name of notary, typed/printed)

My commission number: _____

My commission expires: _____

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